

Exhibit 19

COMMUNITY FACILITIES IMPACT

Please refer to Exhibits 18 and 21 of the Final Subdivision Application for information regarding the development's impact on community facilities.

Exhibit 20

DEVELOPMENT IMPACT FEES

Please refer to Exhibit 21 of the Final Subdivision Application for an estimate of the development's impact fees.

VIL_RESP02851

SUBDIVISION / SITE PLAN PRE- APPLICATION

VILLAGE AT LITTLE FALLS

Route 202
Tax Map 38, Parcels 6&7
Windham, Maine

Prepared For:
HRC – Village at Little Falls, LLC
2 Market Street
Portland, Maine 04101

March 2007



Prepared by:
Northeast Civil Solutions, Inc.
153 U.S. Route 1
Scarborough, ME 04074

29522
VIL_RESP02852

**I. SUBDIVISION
APPLICATION**

VIL_RESP02853

**SUBDIVISION
PRE- APPLICATION**

VILLAGE AT LITTLE FALLS

Route 202
Tax Map 38, Parcels 6&7
Windham, Maine

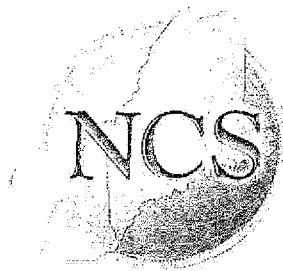
Prepared For:
HRC – Village at Little Falls, LLC
2 Market Street
Portland, Maine 04101

March 2007



Prepared by:
Northeast Civil Solutions, Inc.
153 U.S. Route 1
Scarborough, ME 04074 29522

VIL_RESP02854



SURVEYING ENGINEERING LAND PLANNING
Northeast Civil Solutions
INCORPORATED

153 U.S. Route 1
Scarborough
Maine 04074

March 2, 2007

Mr. Roger Timmons, Community Development Director
Town of Windham
25 School Street
Windham, ME 04062

tel
207.883.1000
800.882.2227

fax
207.883.1001

RE: Village at Little Falls, Pre-Application / Sketch Plan

Dear Roger,

Enclosed please find the necessary materials for a Pre-Application / Sketch Plan submittal for the development of 85 units consisting of apartments, townhouses, porch units, cottage units, and a single-family unit. As you are aware a Village at Little Falls contact zone has been approved for this project. A copy of the contract zone can be found in the Appendix of this application for your reference.

A meeting with Marybeth Richardson (DEP) and James Pellerin (IF&W) was held on-site in late January to discuss the project and concerns raised by IF&W. In order to address the concerns raised at the meeting the site layout was significantly revised to incorporate a riverbank restoration where the mill building currently stands. It was also determined that the wetland created from the outfall of a culvert that discharges under the railroad bed, in the northeast corner of the site, is a "man made channel" and that the filling of the channel (740 sf of fill) was acceptable to the DEP. The flow from this culvert will be intercepted by a closed drainage system and treated prior to discharge into the Presumpscot River. All of these aforementioned activities will be permitted in a full National Resources Protection Act (NRPA) permit and Site Location of Development Permit.

A coordination meeting was also held with the Portland Water District to discuss the water and sewer layout in late February. Comments from the water district were incorporated into the design and layout of the sewer and water utilities which will be owned and maintained by the water district through an easement agreement with the Village at Little Falls.

VIL_RESP02855

*Roger Timmons, Community Development Director
Town of Windham
March 2, 2007
Page 2 of 2*

If you should have any questions or comments please feel free to contact me at any time. We look forward to meeting with you to discuss this project further and presenting this to the planning board.

Sincerely,
Northeast Civil Solutions, Inc.



Lee Allen, P.E.
Project Manager

Cc: Renee Lewis, HRC-Village at Little Falls
Steve Etzel, HRC-Village at Little Falls
Charlotte Maloney, Gawron Turgeon Architects
Paul Destefano, Oak Engineers


VIL_RESP02856

TOWN OF WINDHAM, MAINE
MAJOR AND MINOR SUBDIVISION PLAN APPLICATION FORM –
Preapplication/Sketch Plan
(Ordinance Chapter 213 Article IV)

The preapplication/sketch plan application shall include fifteen (15) copies of each plan, map, or drawing, and any related information which shall be printed or reproduced on paper.

	Check when completed	
	Applicant	Staff
Name of Applicant: HRC – Village at Little Falls, LLC c/o Steve Etzel	X	
Mailing Address: 2 Market Street, Portland, Maine 04101	X	
Phone: 207-772-7219	X	
FAX: 207-772-7011	X	
Email : setzel@questorco.com		
Name of Subdivision: Village at Little Falls	X	
Street Address: Route 202, Windham Maine	X	
Proposed Use: Residential Condominiums	X	
Proposed subdivision <u> X </u> Major <u> </u> Minor	X	
Amendment to previously approved subdivision plan? Yes <u> </u> No <u> X </u>	X	
Total acreage of parcel(s): 8.03 ac	X	
Zone (check all that apply)		
<u> </u> Resource Protection <u> </u> <u> X </u> General Shoreland Development	X	
<u> </u> Limited Residential <u> </u> <u> X </u> Stream Protection		
<u> </u> Aquifer Protection Overlay <u> </u> Industrial Park Overlay		
<u> </u> Farm <u> </u> Farm Residential		
<u> </u> Light Density Residential <u> </u> RM Medium Residential		
<u> </u> Commercial I <u> </u> Commercial II		
<u> </u> Commercial III <u> </u> Industrial		
<u> </u> Enterprise Development <u> X </u> Contract; Date Approved <u> 6/01/05 </u>		
Proposed single family cluster development? Yes <u> </u> No <u> X </u>	X	
Proposed multi-family cluster development? Yes <u> </u> No: <u> X </u>		
Conditional Use Yes <u> </u> No: <u> X </u>	X	
Special Exception Yes <u> </u> No: <u> X </u>	X	
The Town will correspond with only one contact person/agent for this project. Please provide the requested information regarding the contact person/agent.		
Contact person/agent: Northeast Civil Solutions, Inc. c/o Lee Allen, PE	X	
Mailing Address: 153 US Route One, Scarborough, Maine 04074	X	
Phone: 207-883-1000	X	
Cell: 207-210-7726	X	

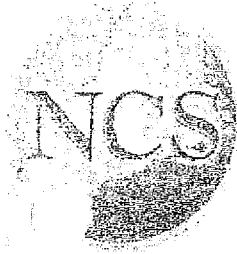
Approved _____
Amended _____

FAX: 207-883-1001	X	
Email: lee.allen@northeastcivilsolutions.com	X	
I certify that I received and read the PLANNING BOARD APPLICATION PROCEDURES AND REQUIREMENTS and that all the information in this application form and accompanying materials is true and accurate to the best of my knowledge.		
Signature of Applicant (If signed by applicant's agent, provide written documentation of authority to act on behalf of applicant.) 	X	
Print or type name and title of signer Lee Allen, P.E., Project Manager	X	
Date Prepared: March 2, 2007	X	

Subdivision Plan Preapplication/Sketch Plan EXHIBIT CHECKLIST

Please mark each exhibit in the application as follows:

- | | | |
|----------------|----------|---|
| EXHIBIT | 1 | Soils |
| EXHIBIT | 2 | Covenants and Easements |
| EXHIBIT | 3 | Community Facilities and Utilities |
| EXHIBIT | 4 | Description of Project |
| EXHIBIT | 5 | Cluster Development |
| EXHIBIT | 6 | Right, Title, or Interest |
| EXHIBIT | 7 | Corporate or Partnership Status |



Northeast Civil Solutions

INCORPORATED

2007-01-13 10:00:00

157 E. Long St.

Scarborough

Maine 04074

February 12, 2007

To Whom It May Concern:

RE: Village at Little Falls, LLC

I, Steve Etzel, on behalf of HRC-Village at Little Falls, LLC, authorize Northeast Civil Solutions, Inc. to sign any and all applications, plans, permit requests, and other paperwork in conjunction with obtaining final municipal and state approval for the Village at Little Falls residential development on Route 202 in Windham, Maine.

tel

207.883.1000

200.882.2222

fax

207.883.1001

Steve Etzel 2/13/07
Steve Etzel, Vice Pres. Date

FEB 14 2007

VIL_RESP02859

Subdivision Plan Preapplication/Sketch Plan Application

A preapplication/sketch plan must be submitted and shall show, in simple sketch form, neatly done, the proposed layout of streets, lots, and other features in relation to existing conditions (Section 213-6.B. and, if a proposed cluster development, Section 140-36). The preapplication/sketch plan shall include the existing data listed below:

	Check when completed	
	Applicant	Applicant
I. SUBDIVISION PLAN DRAWINGS AND MAPS showing or accompanied by the following information:		
A. Subdivision Plan drawings		
1. Number and date all sheets and provide space for revision dates	X	
2. Show all dimensions in feet and decimals, drawn to a scale of not more than one hundred (100) feet, preferably forty (40) feet, to the inch	X	
3. Layout of lots and other features in relation to location of open drainage courses, wetlands, stone walls, graveyards, fences, stands of trees, and other important or unique natural areas and site features, including but not limited to floodplains, deer wintering areas; significant wildlife habitats, fisheries, scenic areas; habitat for rare and endangered plants and/or animals; unique natural communities and natural areas; sand and gravel aquifers; and historic and/or archaeological resources; together with a written description of such features (Section 213-6.B.)	X	
4. Boundary lines (Section 213-6.B.1.)	X	
5. Location and width of existing and proposed easements (Section 213-6.B.2.)	X	
6. Location, name, and right-of-way width of existing and proposed streets on and adjacent to the property (Section 213-6.B.3.)	X	
7. Walks, curbs, gutters, culverts and other known and located underground structures, within and immediately adjacent to property (Section 213-6.B.4.)	X	
8. Utilities (Section 213-6.B.5.)	X	
a. Location and size of proposed and existing sewer and water mains		
b. Location of fire hydrants, electric, and telephone poles	X	
c. Location of proposed and existing streetlights	X	
9. Soil test data, accompanied by a written description, identified as EXHIBIT 1 , adequate to show that the subsurface soil conditions on the tract will accommodate the proposed development (Section 213-6.B.6.)	X	
10. Existing land use on and adjacent to the property (Section 213-6.B.7)	X	
11. Show the entire parcel(s) and zoning on and adjacent to property	X	

Approved _____
 Attended _____

VIL_RESP02860

	Check when completed	
	Applicant	Applicant
12. Location of temporary markers adequate to enable the Planning Board to locate readily and appraise the basic layout of the site in the field (Section 213-8.B.13.)	X	
B. Title Block		
1. Identify plan as "Subdivision Plan", "Amended" if applicable	X	
2. Name of the project (Section 213-6.B.8.)	X	
3. Name(s) and address(es) of owner(s) of record and applicant (Section 213-6.B.8.)	X	
4. Name(s) and address(es) of plan designer(s)	X	
C. Plan References		
1. North arrow (using Maine State Grid) (Section 213-6.B.8.)	X	
2. Graphic map scale (Section 213-6.B.8.)	X	
3. Purpose of existing and proposed easements (Section 213-6.B.2.)	X	
4. Names of adjoining property owners (Section 213-6.B.8.)	X	
5. Name(s) and address(es) of plan designer(s)	X	
D. Utility Notes		
If sewer or water mains are not on or adjacent to the site, indicate the distance to and size of nearest mains (Section 213-6.B.5.)	X	
E. Additional Information Notes		
Any additional or general plan notes	X	
II. GENERAL INFORMATION		
A. Existing zone(s) of the site: <u>Contract</u>	X	
Shoreland District Yes <u>X</u> No <u> </u> Type <u> </u>	X	
Overlay District Yes <u> </u> No <u> </u> Type <u> </u>	X	
Contract Yes <u>X</u> No <u> </u> Date Approved <u>6/01/05</u>	X	
B. Attach, as <u>EXHIBIT 2</u>, summary list and copies of all existing covenants (Section 213-6.C.1.), easements, or other burdens for this property. Reference each easement to the plan or drawing on which it is shown.	X	
C. Attach, as part of <u>EXHIBIT 1</u>, a medium intensity standard soil survey (Section 213-6.C.2.)	X	
D. Attach, as <u>EXHIBIT 3</u>, a written description of available community facilities and utilities (Section 213-6.C.3.)	X	
III. PROJECT DESCRIPTION		
A. Attach, as <u>EXHIBIT 4</u>, a written description of the overall project, including number of lots, typical lot width and depth, price range, business areas, playgrounds, park areas, other public areas, proposed protective covenants, and proposed utilities and street improvements (Section 213-6.C.4.)	X	
B. Name, approval date, amendment date, and lot number (if applicable) of previously approved subdivision (if applicable)	NA	

Approved _____
Amended _____

	Check when completed	
	Applicant	Applicant
IV. CLUSTER DEVELOPMENT		
A. If subdivision is on 20 gross acres in the Farm District or on 10 acres in the Farm Residential District:	NA	
1. provide a conventional plan and a cluster subdivision plan (Sections 140-21.F, 140-22.F., and 140-36.A.4.) and		
2. attach, as <u>EXHIBIT 5</u> , a written description of how each plan addresses the goals and objectives of the Town's Comprehensive Plan with respect to preservation of rural character, open space, and natural resources while ensuring that the proposed subdivision can be served by either existing or planned infrastructure (Section 140-36.A.5.)	NA	
B. If subdivision is proposed as a multi-family cluster development, attach, as <u>EXHIBIT 5</u>, a written description of how it addresses requirements for:	NA	
1. buffer of the perimeter of the parcel, pedestrian access to required open space (Section 140-36.B.3.a.)		
2. minimum distances between adjacent principal buildings (Section 140-36.B.3.b.)	NA	
3. allowable density based on net residential density (Section 140-36.B.3.c.)	NA	
V. RIGHT, TITLE, OR INTEREST		
A. Name, mailing address, phone, and fax number (if available) of record owner of the site	X	
Name: HRC – Village at Little Falls, LLC.		
Address: 2 Market Street, Portland, Maine 04101		
Phone: 207-772-7219		
FAX: 207-772-7011		
B. Attach, as <u>EXHIBIT 6</u>, evidence of applicant's right, title, or interest in the site, including a complete copy of the:	X	
• applicant's deed (financial information may be deleted) <u>or</u>		
• applicant's right or interest in the site <u>and</u> the current owner's deed for the site (if not already in applicant's ownership).		
Cumberland County Register of Deeds Book <u>20753</u> Page <u>21</u> and Book <u>24617</u> Page <u>165</u>	X	
C. <u>If</u> applicant is not an individual, attach, as <u>EXHIBIT 7</u>, evidence of corporate or partnership status	X	
D. If applicant has interest in abutting property(s), identify by Tax Office's Map and Lot number(s)	NA	
Map _____ Lot _____ Map _____ Lot _____		
Map _____ Lot _____ Map _____ Lot _____		

1

Soils Report

2

Covenants & Easements

3

Community Facilities & Utilities

4

Description of Project

5

Cluster Development

6

Right Title or Interest

7

Corporate or Partnership Status

8

VIL_RESP02864

EXHIBIT 1

SOILS

In lieu of the medium intensity soil study, a detailed geotechnical investigation was performed by Paul DeStefano, PHD., P.E. of Oak Engineers. A copy of the geotechnical investigation is attached.

The soil boundaries shown on the attached plan set was taken from the Cumberland County SCS Soil Maps. The following soils are encountered on the site:

- Cu – Undorthents – Hydrologic Soil Group C
- HrB – Hollis Fine Sandy Loam – Hydrologic Soil Group C
- Py – Podunk Fine Sandy Loam – Hydrologic Soil Group B
- HfD2 – Hartland Very Fine Sandy Loam – Hydrologic Soil Group B
- Sn – Scantic Silt Loam – Hydrologic Soil Group D

The existing wetland area is delineated on the attached existing conditions plan. The wetland area located is the result of a man-made drainage channel. This drainage channel will be filled as a result of the development. The stormwater from the channel will be redirected into the proposed catch basin network.



ENGINEERS

Civil Engineers & Land Surveyors

February 27, 2007

Project 064006

Lee D. Allen, P.E.
Northeast Civil Solutions
153 U.S. Route 1
Scarborough, Maine 04074

RE: Geotechnical Investigation
Village at Little Falls, LLC
7 to 13 Depot Street
South Windham, Maine

Dear Mr. Allen:

Oak Engineers, LLC (Oak) has completed a geotechnical investigation of the above site in accordance with our agreement entitled *Geotechnical and Structural Engineering Services* authorized on January 3, 2007. The purpose of this investigation is to provide geotechnical design recommendations related to the proposed construction at the above location (the Site).

PROJECT REQUIREMENTS

We understand that the existing Site will be developed into a multi-unit condominium development. According to proposed site *Grading and Drainage Plan* by Northeast Civil Solutions (Site Engineer) dated February 16, 2007, the development will consist of twenty-five, one- and two-story, wood-framed residential structures, two 12-unit, three-story apartment buildings with at-grade accessed parking underneath, and associated access roads and driveways as depicted in Figure 2 of Attachment A.

The existing topography consists of rolling terrain and previously developed land. According to the proposed grading plans, a maximum of approximately 20 feet of fill and 15 feet of earth cut will be required to level the site beneath the proposed buildings and pavements. Based on revised planes, we understand that the existing site structures and building will be completely demolished and disposed off site. The Maine Department of Inland Fisheries and Wildlife has required that the proposed development restore the riverbank along the Presumpscot River upon demolition of the existing mill building. In accordance with this requirements, the riverbank area is to be reconstructed to a slope with maximum grades of 2H:1V. The toe of slope will be stabilized with riprap, while the remainder of slope will be stabilized through a series of vegetative techniques recommended by the US Army Corp of Engineers (ACE) when stabilizing riverbanks. Additionally, a permanent earth retaining wall extending as much as 26 feet above adjacent grades will be required adjacent to the existing power plant and river.

According to the site *Grading and Drainage Plan* and conversations with the site engineer's office, the proposed storm water system will be a watertight underground storage system composed of 5-foot diameter pipes located at station 51+00 right, between the proposed homes and the Presumpscot River.

Brown's Wharf • Newburyport, MA 01950
T: 978.465.9877 • F: 978.465.2986

400 Commercial Street • Suite 404 • Portland, ME 04101
T: 207.772.2004 • F: 207.772.3248

www.oakengineers.com

VIL_RESP02867

Based on our understanding of the proposed construction, maximum anticipated foundation loads are estimated as follows:

1. Interior Columns = 80,000 pounds
2. Exterior Columns = 60,000 pounds
3. Load Bearing Walls = 2,000 pounds/foot
4. Floor Slabs = 50 pounds per square foot (psf) or 3,000 pound concentrated load

Maximum total and differential building foundation settlement tolerable is assumed to be one inch and one-half inch respectively.

DESCRIPTION OF SITE AND GEOLOGY

The Site is approximately 8.0-acre in area and located on the south side of Depot Street in South Windham, Maine. A Site Location Plan is shown on Figure 1. The Site is currently developed with an abandoned, three-story, concrete and masonry, mill building bordering the north and east banks of a bend in the Presumpscot River. The building is approximately 60,000 square feet in plan area and abuts an existing power plant structure associated with the adjacent Little Falls dam. Three, one-story, wood-framed buildings are also located on the northeast corner of the proposed development.

Existing site grades decrease to the south and east, towards the abutting Presumpscot River. Based on Northeast Civil Solutions (Site Engineer) site plans, grade elevations range by approximately 40 feet across the Site, with the highest elevations of 132 feet (NGVD 29) located near Depot Street on the northeast corner of the property and the lowest site elevations of 92 feet being located along the banks of the Presumpscot River. A Subsurface Exploration Plan depicting the proposed construction along with existing site topography is shown as Plan C1 in Attachment A. Final building and site grades are currently under development.

According to information provided by the U.S. Department of Agriculture (USDA) Natural Resources Conservation Service (NRCS) website, soils in the vicinity of the Site are predominantly cut and fill land (approximately 83 percent of site area) and smaller areas of Hollis series soils (9.4 percent) and Scantic series soils (5.2 percent). Hollis series soil consist of shallow, well drained granular soils formed in a thin mantle of till derived mainly from gneiss, schist, and granite. The Scantic series soils consist of very deep, poorly drained soils formed in glaciomarine or glaciolacustrine deposits on coastal lowlands and river valleys.

Based on a review of *Surficial Geology Map of the Gorham Quadrangle, Maine* (Smith et al, 1999), regional surficial soils likely consist of massive to laminated gray and blue-gray silt and silty clay of the Presumpscot Formation. This soil deposit is variable in thickness from less than 1 meter to more than 50 meters. According to *Bedrock Geology of the Portland 1:100,000 Quadrangle, Maine and New Hampshire*, (Berry, Hussey, et al, 1998), bedrock underlying the Site likely consists of flaggy, bluish to purplish-gray, biotite-quartz-plagioclase granofels of the Hutchins Corner schist formation.

SCOPE OF INVESTIGATION

Subsurface Exploration

In general, subsurface exploration methods consisted of field test pit excavations and soil test drilling. Eighteen test borings (B101 through B118) were advanced with 3¼-inch inside diameter (i.d.) hollow-stem steel augers, at the approximate locations indicated on the attached plan included as Attachment A, to a maximum depth of 32 feet below the ground surface (bgs). Soil samples were obtained from each test boring with split-barrel spoon samplers at continuous and nominal 5-foot intervals as directed by Oak's geotechnical engineer. Standard penetration resistance tests were performed and recorded at each sampling interval in accordance with ASTM D 1586 procedures. At soil boring B114, a single undisturbed soil sample was extracted from the underlying soil layers using a thin-walled Shelby tube in accordance with ASTM D 1587 procedures. Two 5-foot NQ rock core samples were collected from B104 and B105, from approximately 3 feet to 8 feet bgs. Both the soil and rock samples were returned with the field drilling logs to Oak's office for further analysis and review. Final soil boring logs were prepared by an engineer on the basis of our visual classification of soil samples, laboratory test results, and field drilling logs and are included as Attachment B.

Additionally, ten test pits (TP101 to TP107; TP109 to TP111) were excavated at the approximate locations indicated on the attached plan included as Attachment A, to a maximum depth of 6.5 feet bgs. Soil samples were reviewed and classified in the field in accordance with ASTM D 2488 Visual-Manual Procedure. Final test pit logs were prepared by an engineer on the basis of our visual classification of soil samples and field test pit logs and are included as Attachment B.

Laboratory Testing

Soil samples were visually classified by a geotechnical engineer in general accordance with ASTM D 2487 Unified Soil Classification System (USCS) in Oak's office. Selected split spoon and Shelby tube soil samples were transported to certified soil testing firm's offices (John Turner Consulting, Inc., of Dover, New Hampshire and Geotesting Express, of Boxboro, Massachusetts) for laboratory analysis and testing. Laboratory testing included sieve analyses, Atterberg limits, and moisture contents for submitted split spoon samples. Additional testing included consolidated undrained (CU) triaxial compressive strength and consolidation testing from Shelby tube samples. All testing was conducted in accordance with accepted ASTM procedures. Complete laboratory analysis and test results are included in Attachment C.

Geotechnical Evaluation

The geotechnical engineer evaluated subsurface conditions relative to the proposed development on the basis of field reconnaissance and subsurface exploration, project description, local geology, and laboratory analysis and testing in accordance with generally accepted geotechnical engineering principles and practices. According to our agreement, the geotechnical engineer evaluated conditions and provided recommendations for the following project elements:

1. Site Preparation
2. Building Foundations

3. Excavation and Dewatering
4. Earth Retaining Structures
5. Underground Utilities and Subsurface Infiltration Systems
6. Floor Slabs on Grade
7. Pavements
8. Fill and Backfill
9. Construction Quality Control

SUBSURFACE CONDITIONS

Soil Test Boring and Test Pit Results

Apparent Subsurface Profiles of the proposed construction and existing topography and interpreted soil profiles are shown as Plan C2 in Attachment A. A summary of ASTM D 2487 soil classifications for samples recovered from all test borings is shown in the table below. A description of each soil classification is defined in Attachment B.

Table 1: Summary of ASTM D 2487 Soil Classifications

Depth (ft.)		B101	B102	B103	B104	B105	B106	B107	B108	B109	B110
From	To										
0	2	SM	SM	SM-ML	SM	SM	ML	ML	ML	SW	ML
2	4	SM	ML	SM-ML	ML	ML	ML	ML			ML
4	6	CL	ML	SM-ML			ML			ML	ML
6	8	CL	ML	SM-ML							
8	10	CL		GM-SM							
10	12	CL		GM-SM							
15	17	CL									
20	22	CL									

Depth (ft.)		B111	B112	B113	B114	B115	B116	B117	B118	B119
From	To									
0	2	SM	SM	GM-SM	SM	SM	SM	SM	SM	SM
2	4	SM		GM-SM	SM	SM	SM	SM	SM	SM
4	6	SM		GM-SM	SM	SM		SM	SM	SM
6	8			GM-SM	SM	SM		SM	SM	ML
8	10			SM	SM	SM		SM	SM	ML
10	12			SM	SM	SM-OL		SM	SM	
15	17			ML	SM	SM		CL		
20	22				CL	CL				
25	27				CL					
30	32				CL					

Soil test boring results were variable across the Site. For the purposes of this report and the related development, the Site is divided into three general areas of similar subsurface profile. The three general areas are shown on drawing C1 in Attachment A and are generally described as follows:

Area 1: property extending to the south along the eastern bank of the Presumpscot River (River bank silty sand and gravel with variable depth to bedrock).

Soil samples from Area 1 generally consisted of silt and fine sand overlaying shallow bedrock. Borings in this area of the property include B104 to B108 and B110 to B112. Auger refusal on apparent bedrock was encountered on this portion of the Site at depths ranging from 1.2 to 6.0 feet bgs. Rock core specimens were obtained from two borings (B104 and B105) in this area of the property.

Area 2: northeastern corner of the property (upland silt over shallow bedrock)

Soil samples from Area 2 generally consisted of olive silt overlaying shallow bedrock. Borings in this area of the Site include B102 and B109 and auger refusal on apparent bedrock was encountered at depths of 7.3 and 7.5 feet bgs, respectively.

Area 3: the central and western portion of the property (lowlands alluvial plain with deep organics and clay).

Soil samples from Area 3 generally consisted of predominantly fine to coarse sand and fine to coarse gravel with trace to some silt. This granular soil stratum often contained concrete, coal ash, and bricks. In borings B113, B114, and B115, these granular soils overlay organic sands and silts with possible river (fluvial) debris, with areas of buried wood and leaves. This organic layer was observed in soil samples from depths of approximately 9 to 18 feet bgs. Underlying the organic soils in this area of the Site was generally a layer of gray to blue gray silty clay and

silt deposits. Auger refusal on apparent bedrock was encountered at depths ranging from 17 to 32 feet bgs.

Rock Core Sampling Results

Two rock core samples were collected in borings B104 and B105 from approximately 3 to 8 feet bgs. The recovered rock core samples were comprised of schist bedrock. The dark gray schist was slightly weathered, but foliated, splitting or cleaving readily. The rock core recovery ratio was near 100 percent for both samples.

A rock quality designation (RQD) was calculated for the retrieved bedrock core specimens. The RQD is used to assess the structural integrity of a rock mass and is defined as the cumulative length of rock core pieces longer than 10 centimeters (cm), divided by the total length of the core run. Based upon the bedrock cores obtained in B104 and B105, the RQD values are 68.3 and 73.3 percent, respectively.

Ground Water

Soil samples were generally moist at all depths. Ground water was neither encountered during drilling nor observed after drilling in any boring in Areas 1 and 2 of the Site. In Area 3 of the Site, groundwater was encountered at depths of 8 to 11 feet bgs in all test boring locations.

Laboratory Test Results

Results of laboratory testing are summarized below, with supporting laboratory results included as Attachment C.

Table 2: Summary of Soils Laboratory Results

	Sample/Depth							
	B101, S4 6-8 ft.	B102, S3 4-6 ft.	B103, S5 8-10 ft.	B105, S2 2-4 ft.	B113, S2 2-4 ft.	B114, S9 25-27 ft.	B115, S6 10-12 ft.	B117, S2 2-4 ft.
Gravel (%)	--	--	39.5	--	39.1	--	6.4	32.4
Sand (%)	--	--	40.8	--	54.2	--	54.7	42.1
Silt/Clay (%)	--	--	19.7	--	6.7	--	38.9	25.5
Moisture (%)	27.2	26.2	12.5	24.7	13.3	38.7	52.9	6.1
Organic (%)	--	--	--	--	--	--	5.8	--
Liquid Limit	38	20	--	23	--	22	--	--
Plastic Limit	22	--	--	--	--	20	--	--
USCS	CL	ML	GM-SM	ML	GW-SW	CL	SM	SM

Table 3: Summary of Soils Consolidation and C-U Triaxial Test Results

Depth	Preconsolidation Pressure (P_c)	Compression Index (C_c)	Recompression Index (C_r)	Initial Void Ratio (e_0)	Undrained Shear Strength (S_u)	Coefficient of Consolidation (C_v)
B114, 23-25 ft.	3,600 psf	0.2907	0.0448	0.90	930 psf	6.0×10^{-3} in ² /sec

CONCLUSIONS AND RECOMMENDATIONS

The geotechnical engineer interpreted subsurface conditions with respect to the proposed construction on the basis of field exploration, laboratory analysis, and visual classification of soil samples. Design parameters and construction recommendations are provided below according to an analysis of subsurface conditions disclosed by this investigation and accepted geotechnical engineering principles.

In general, the Site is considered suitable for the proposed construction. In Areas 1 and 2 of the Site, native granular or silt soils and underlying bedrock are expected to provide an adequate bearing stratum for shallow foundations and the assumed design loads. However, due to proposed significant grade increases and existing subsurface conditions, Area 3 of the Site is considered unsuitable for foundations bearing on conventional spread footings due to compressibility of the underlying silty clay and organics under the proposed fill and building loads. Significant settlement of the existing underlying organic soils and relatively deep compressible clay soils are anticipated due to the depth and area of fill necessary to achieve final site grades. Although primary consolidation settlements are expected to dissipate within a relatively short period of time after placement of the fill, long-term settlements due to the presence of organics and secondary compression of the deep clays are expected to continue for a long period of time after construction. Due to the relatively deep clay deposits and high embankments, site utilities in Area 3 should not be installed until primary consolidation settlements are significantly dissipated.

Subsurface Conditions

In Areas 1 and 2 of the site, native overburden soils generally consist of fluvial silty sand (SM) and silt (ML) deposits overlying shallow bedrock. The relative density of soil samples ranged from loose to firm (medium-dense). Native overburden soils in these areas are considered of moderate strength and low compressibility. Depths to bedrock varied from 1.2 to 6.0 feet bgs in Area 1 and 7.3 to 7.5 feet bgs in Area 2. Based on our interpretation of the recovered rock core samples, the native bedrock appears to be foliated schist and is moderately weathered, hard, and massive. Based upon the shallow depths of bedrock it is anticipated that bedrock excavation will be required in those portions of the Site.

In Area 3, overburden soils generally consisted of very loose to loose granular fill soils (SM, GM-SM) over a layer of sandy soils containing wood timbers, wood chips, leaves, and organics to depths of 13 to 18 feet bgs. These deposits overlay soft native Presumpscot silty clay deposits to depths of 18 to 33 feet bgs. The organic fill and soft clay soils are considered to be of low to moderate strength and compressibility. Permanent ground water levels are anticipated to be well below the proposed excavation levels for building foundations and utilities on site. However, the proposed retaining wall adjacent to the

on-site power plant will require foundations that extend below groundwater and the adjacent river and dewatering will be required for installation of foundations.

For the purposes of seismic design, the soil profile on the property is classified as Site Class B (Areas 1 and 2) or E (Area 3) according to *Minimum Design Loads for Buildings and Other Structures* (ASCE 7-02) published by American Society of Civil Engineers (ASCE).

Site Preparation

Site preparation should commence by re-locating underground utilities and demolishing all structures within the footprint of the proposed onsite construction. All existing underground utilities located beneath the proposed foundations should be relocated to outside building perimeters. Underground structures beneath the proposed buildings or pavements should be removed to at least 2 feet below proposed foundation and pavement subgrade levels, and 2 feet below finished grades in landscaped areas. The basement area of the existing building should be filled to subgrade level. The surficial soils should then be stripped of all pavements, topsoil, and organics within the proposed building and pavements.

After clearing and stripping the site, subgrades beneath the proposed buildings, pavements, and fill areas should be proof-rolled with several passes of a 15-ton vibratory roller traveling at slow speeds in each perpendicular direction. All weak and unstable subgrades observed by pumping and weaving during proof-rolling or resulting in depressions greater than one-half of an inch after several passes of the roller should be undercut a minimum of 12 inches and backfilled.

According to the schematic site plans, a relatively large volume of fill will be required to level site grades in beneath the proposed building, roads and parking areas in Area 3 of the property. Up to 20 feet of fill will be required to achieve the proposed site grades for the building and parking lot construction. Site grades throughout the property should be increased with imported fill material as specified herein. Underground utilities and final pavements in Area 3 of the property should be installed outside the building perimeters only after final site grade elevations are established and settlements have substantially dissipated. Detailed requirements for placement of fill and backfill are provided in the following paragraphs.

In Area 3, primary consolidation of the underlying clay soils are estimated to occur over a period of approximately 3 to 5 months after construction of the fill. In order to accelerate the time to dissipate settlements beneath the fill, we recommend that the site be pre-loaded with additional fill. According to our analysis, a pre-loading program consisting of placement of an additional 5 to 7 feet of fill and installation of prefabricated vertical wick drains will accelerate the time to reach anticipated total settlement of the fill and enable construction of pavements and utilities to continue in normal fashion within approximately 1 to 2 months after placement of the pre-load. In order to achieve uniform settlement over the entire construction area, the additional pre-load fill should be placed over an area 10 feet larger in each direction, where possible, than the proposed final grades and sloped according to the recommendations provided herein.

We estimate a substantial amount of pre-load fill soil will be required in Area 3. However, the pre-load material should be reused in embankment and retaining wall fill areas in other portions of the Site, which will reduce the cost of the pre-loading program. It should be noted that due to the presence of significant deep subsurface organics, pre-loading is recommended for dissipating settlements beneath pavements,

embankments, and utilities and does not render spread footings a viable foundation option in this area of the property.

Preloading will require a subgrade settlement monitoring program within the proposed construction area during and after construction of the fill and preload in order to determine the actual rate of settlement and projected time for settlements to dissipate. The program should be conducted under the supervision of a geotechnical engineer licensed in Maine.

Excavation and Dewatering

All excavations should be performed according to OSHA Standards (29 CFR 1926 Subpart P). Temporary un-braced excavations completely within the silty fine sand granular layers (OSHA Type C) should be cut no steeper than one and a half horizontal to one vertical (1.5H:1V or 34°) under dry conditions, to a maximum depth of 12 feet.

In Areas 1 and 2 of the Site, where bedrock may be encountered, the bedrock should be undercut a minimum of 12 inches below proposed retaining wall foundation or pad, pavements, bottom of utility, or building subgrade levels and backfilled with structural fill. Based on this investigation, we believe that bedrock encountered on the site will likely require either pre-drilling and splitting or blasting to loosen the bedrock. If blasting is selected as the preferred means of rock excavation, we recommend that a pre-blast survey of all structures and utilities within at least 100 yards of the blast site be conducted. Peak particle velocity of soils adjacent to critical structures and utilities should be monitored and limited to less than 1 inch per second throughout blasting. Blasting should be conducted by certified/licensed blasting firms with at least 10 years of experience demonstrating rock blasting in residential and commercial zones.

Upon encountering bedrock during excavation for footings, basement slabs, or utilities, the earthwork contractor should expose that portion of the bedrock surface that may require blasting. An independent surveyor should provide an elevation survey of the exposed rock surface and the Contractor, Owner, and Engineers should mutually agree upon the quantity of rock excavation prior to commencing with drilling and blasting operations.

Given the nature of shallow bedrock blasting techniques and the resulting conical blast radii, it is generally not feasible to produce a flat, level blasted subgrade with no quantities of overblasted materials. In order to prevent cost over runs and to provide a Contractor incentive for limiting quantities of overblast, we recommend that a pay limit line be set for each area of rock excavation, below which the Contractor is not entitled to additional compensation. The pay limit line should be fixed at 1.0 foot below proposed design subgrades. The lateral pay limit line should be fixed at 2 feet outside of foundations and utility pipelines.

Excavations adjacent to existing structures or property should be properly shored to prevent shifting and/or settlement of these structures or off-site grades. Underpinning existing foundations is recommended for any excavation that extends below and is within a horizontal distance equal to 1.5 times the cut below adjacent foundation subgrades. Shoring and underpinning, if required, should be designed by a professional engineer licensed in Maine.

Surface runoff should be directed away from excavations to minimize dewatering and to protect subgrades from becoming soft and unstable. Any water entering these excavations should be immediately

removed from foundation subgrades using sump and pump techniques. Excavation side slopes should be monitored for potential seepage and maintained accordingly.

Foundations

In Areas 1 and 2 of the Site, the soils at proposed foundation grades are considered to be generally of low compressibility and moderate strength, and therefore conventional shallow spread foundations are recommended for building column support. All foundations exposed to exterior or unheated spaces should be placed a minimum of 4.5 feet below the adjacent finished site grades or slabs to provide for adequate frost protection. All interior foundations surrounded by heated spaces should be placed a minimum of 2 feet below floor slabs to provide for adequate bearing capacity. Exposed foundation subgrades should be densified with several passes of a hand operated vibratory roller or heavy plate compactor. Any weak subgrades observed by pumping and weaving beneath the compactor should be undercut a minimum of 8 inches and backfilled with structural fill. Bedrock encountered within foundation subgrades should be undercut a minimum of 12 inches and backfilled with structural fill to final footing grades. Final foundation subgrades should be free of all loose rock, soil, water, frost, or other deleterious materials.

Spread foundations supported on properly prepared subgrades may be proportioned for a maximum allowable net bearing pressure of 4,000 pounds per square foot (psf). They should have a minimum horizontal dimension of 3 feet, even if this results in a bearing pressure less than the maximum allowable. Continuous wall foundations should be at least 2 feet wide and otherwise proportioned for a maximum net allowable bearing pressure of 3,500 psf. Maximum total column foundation settlement is estimated to be 1 inch. Settlements should occur immediately after placement of each load increment. Maximum differential settlement is expected to be less than 1/2 inch.

In Area 3 of the Site, the underlying organic and silt soils are considered to be generally of low to moderate compressibility and strength. Immediate (short-term) settlements due to the placement of 15 to 20 feet of fill on the site are expected to be 3 to 5 inches. Based on our interpretation of subsurface conditions, additional long-term settlements caused by the fill placement and secondary compression of the underlying soils may result in intolerable settlements beneath shallow building foundations. Therefore, conventional shallow spread foundations are not recommended in Area 3.

Considering the subsurface conditions and feasible foundation alternatives, we believe the proposed buildings in Area 3 of the Site should be supported on deep foundations extending to a firm bearing stratum beneath the organic soils and clay layer. Deep foundations should extend to the underlying sound bedrock, which may range from approximately 15 to 30 feet below proposed foundations. Drilled piers would most likely require permanent casing to maintain stable excavations during installation and are not recommended due to their relatively high associated costs.

Economically feasible deep foundation options considered for this site are driven timber, pre-cast concrete and steel piles. Timber piles are considered to be the most economical for this site given the anticipated foundation loads, depth of suitable bearing stratum, and subsurface conditions. Accordingly, Oak recommends that the buildings in Area 3 be supported on timber piles driven to refusal on sound bedrock. Pre-drilling may be required to penetrate through subsurface obstructions if driving stresses exceed the recommended values.

On the basis of our analysis of subsurface conditions and the proposed construction, the following foundation design recommendations are provided:

- | | | |
|----|-----------------------------------|--|
| 1. | Pile Section: | Timber, ASTM D25 |
| 2. | Species: | Southern Pine |
| 3. | Preservative Treatment: | AWPA C3 |
| 4. | Maximum Driving Stress: | 3,000 psi |
| 5. | Maximum Design Capacity: | 15 Tons/pile |
| 6. | Maximum Effective Driving Energy: | 18 Kip-Ft./blow (Single-acting hammer) |
| 7. | Maximum Vertical Batter | 1H:10V |
| 8. | Minimum Pile Spacing | 2.5 x pile diameter |

Piles should be designed and installed according to *Standard Guidelines for the Design and Installation of Pile Foundations* (ASCE 20-96) published by ASCE. For the purposes of bidding, construction documents should require a base bid pile length equal to 35 feet, and unit prices should be provided to adjust for the final in-place pile length. The final pile tip depth should be determined in the field by using an acceptable driving formula or through dynamic pile load testing methods according to ASTM D 4945 (CASE) corresponding to the above allowable load capacity including a factor of safety equal to 2.0. Protective pile tips should be used to prevent damage due to driving through fill, obstructions, or into bedrock.

Floor Slabs

In Areas 1 and 2 of the Site, floor slabs may be constructed over a Base Course material consisting of crushed gravel conforming Maine Department of Transportation (MaineDOT) Specification Item 703.10 and the gradation requirements as follows:

<u>Sieve Size</u>	<u>Percent Passing by Weight</u>
2"	100
1"	95-100
¾"	90-100
No. 4	40-65
No. 10	10-45
No. 200	0-7.0

The Base Course should be at least 6 inches in thickness and compacted to 95 percent of the optimum density as determined by ASTM D 1557. Floor slabs may be designed following procedures recommended by the Portland Cement Association (PCA) or American Concrete Institute (ACI) using

Mr. Lee D. Allen, P.E.
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300 pounds per cubic inch (pci) as the Westergaard modulus of subgrade reaction on top of the base course layer.

In Area 3 of the Site, due to anticipated long-term settlements we recommend that both the apartment floors and any garage floor be designed and constructed as elevated structural floors fully supported on foundation grade beams and timber piles as recommended above.

Pavements

With proper site preparation and drainage, the native subgrades should provide adequate strength to support the proposed traffic loading. Due to the potential for long term settlements rigid pavements are not recommended in Area 3. Additionally, bituminous wearing surfaces should not be applied until primary settlements beneath embankments have dissipated in Area 3. Pavements in entrances and drives should be designed according to the MaineDOT design procedures and utilizing the following soil parameters for flexible pavements:

Soil Subgrade Parameters:

AASHTO Subgrade soils classification	A-1-b
ACE Frost Susceptibility Group	F2
CBR (SM)	20
Westergaard Subgrade Modulus, k	250 pci
Effective Resilient Modulus, M_R	4,500 psi

A recommended typical pavement section for truck lanes and entrances is provided in the following table and is based on estimated traffic criteria, subgrade design parameters, and American Association of State Highway and Transportation Officials (AASHTO) design guidelines for flexible pavements. A reduced typical pavement section for areas subject to passenger vehicles only is also provided.

Table 4: Recommended Flexible Pavement Sections

Truck Lanes and Entrances				
Layer	Top	Binder	Base	Subbase
Thickness (in.)	2	2	4	12
MaineDOT Spec.	703.09, Type 12.5 mm	703.09, Type 19 mm	703.09, Type 19 mm	703.06, Type B

Passenger Vehicles Only				
Layer	Top	Binder	Base	Subbase
Thickness (in.)	1.5	2.5	0	12
MaineDOT Spec.	703.09, Type 12.5 mm	703.09, Type 19 mm	703.09, Type 19 mm	703.06, Type B

Earth-Retaining Structures

Due to the depth of fill and cuts for the proposed site grades, construction of two retaining walls is required for the development. An approximately 800-foot long retaining wall is proposed for the eastern property boundary of the Site and a 60-foot long retaining wall is proposed to support soils at the embankment near the existing power plant on the Presumpscot River. As currently proposed, the 800-foot wall will range in height from approximately 12 to 3 feet and will support soils on the easterly abutting property. Based upon our subsurface investigations, portions of this wall will require bedrock cuts as great as 9 feet to achieve the required site grades.

Due to the close proximity of the power plant and Presumpscot River, it should be anticipated that the required retaining wall will require temporary sheeting and possibly underpinning of adjacent foundations during construction. Temporary cofferdams and dewatering systems should also be anticipated to build the retaining wall foundation in dry, stable conditions. Due to the height and assumed loading, we anticipate this wall will be designed as a reinforced-concrete cantilever wall supported on deep piles. However, additional subsurface exploration in the vicinity of the proposed wall and investigation of the adjacent foundations will be required to confirm these recommendations.

In general, foundation walls, loading docks, or earth-retaining structures should be designed to resist lateral pressures generated by soil backfill materials and any temporary or permanent surcharge loads. At-rest conditions should be assumed for the design of loading dock walls and other walls that are rigid and braced prior to backfilling. Walls that are free to deflect or rotate may be designed assuming active conditions.

The following parameters are based on Rankine's Lateral Earth Pressure Theory and may be utilized to compute the lateral earth pressures for rigid walls constructed with level backfill, whichever apply:

	<u>Active</u>	<u>At-Rest</u>
Coefficient of Lateral Earth Pressure (Level Backfill)	0.27	0.45
Equivalent Fluid Weight, pounds per cubic foot (pcf)	32	54

For sliding and overturning stability, the following design parameters are recommended:

Unit weight of granular backfill	120 pcf
Coefficient of sliding friction, μ	0.50
Maximum foundation edge pressure	4,000 psf

The backfill should be adequately drained to minimize hydrostatic pressures behind the wall. For this purpose, a foundation drain is recommended. The drain should consist of a nominal 4-inch-diameter perforated pipe installed behind the wall and at the foundation bearing grade level. The pipe should be embedded in at least 6 inches of clean gravel (less than 2% passing No. 200 sieve) material that is also placed directly behind the wall in a minimum 12-inch-wide trench. The clean gravel should be wrapped in a synthetic filter fabric such as Mirafi 140N or equal to prevent clogging. Additionally, an impervious cover should be placed at the ground surface to minimize infiltration of surface runoff.

Underground Utilities/Stormwater Infiltration Design

The subsurface native granular soils are considered to be slightly corrosive to gray or ductile cast-iron pipe. However, the existing fill soils may contain corrosive materials, and therefore, we recommend that utilities placed within the existing fill soils be adequately protected from corrosion. Utility trenches should be properly excavated and shored according to the recommendations provided above. Utility trenches should be backfilled according to the recommendations for fill and backfill provided below. Construction of utilities in Area 3 of the Site should be completed only after settlements due to fill have substantially dissipated.

Based on our understanding of project program requirements, the proposed stormwater collection system will not require subsurface infiltration, and therefore soil permeability design parameters are not required.

Fill and Backfill

The following materials and compaction effort are recommended for use in areas of fill and backfill:

<u>Type</u>	<u>Size</u>	<u>% Passing</u>	<u>Compaction</u>
Structural Fill	3"	100	95% ASTM D 1557
MaineDOT Spec.	¼"	25-100	8-inch lifts
703.06, Type E	No. 40	0-50	
	No. 200	0-7.0	
Embankment Fill	6"	100	92% ASTM D 1557
MaineDOT Spec.	¼"	0-70	8-inch lifts
703.20	No. 200	0-10	
General Fill	8"	100	90% ASTM D 1557
			12-inch lifts

Due to the fine grain content of existing soils and oversized particles, the existing excavated material is considered unsuitable for Structural Fill. Imported Structural Fill should be placed beneath and adjacent to all structures and utilities. Embankment fill should be placed beneath pavements.

On-site soils and materials from site preparation and demolition operations, such as concrete, brick, masonry, or blasted rock may be crushed, reprocessed, or mixed with off-site soils to create suitable Embankment and General fill materials, provided that the resulting material satisfies requirements specified herein. General Fill should be used in landscaped areas only. All permanent slopes steeper than 3H:1V (18° from horizontal) should be protected with suitable erosion-control blankets. Any permanent slopes steeper than 2H:1V (27°) should be protected with stone rip-rap. Stone rip rap should conform with MaineDOT Specification 703.26 for Plain RipRap, consisting of either field stone or rough, unhewn quarry stone with at least 50 percent of the stone by volume exceeding fifty pounds in weight. In highly erodible environments such as river banks, the stone rip-rap should be designed according to U.S. Army Corps river bank protection design standards and placed over geotextile filtration fabric similar to Mirafi 140N. River banks should not exceed 2H:1V (27°) slopes. Permanent slopes in dry land and where seepage is not a concern should not be steeper than 1.5H:1V (34°). Grades should gently slope away

from building foundations and provide the minimum soil cover for protection of foundation subgrades from frost penetration.

A two-dimensional global slope stability analysis was performed for the Site from selected interpreted soil profiles that included proposed site grades and fills areas overlying the existing fill, organic, and clay subsoil layers. These analyses included both Bishop Modified and Ordinary Method of Slices calculations. Based on these calculations, the proposed embankments and fills have suitable factors of safety from rotational slope failure of the underlying clay and organic fills.

Construction Quality Control

The geotechnical engineer should be provided the opportunity to review the final design and specifications to ensure recommendations presented herein have been properly interpreted and applied. It is recommended that all backfill and compaction be inspected and tested by a qualified firm to ascertain that the proper materials are placed and adequately compacted. The geotechnical engineer should review all soil inspection and testing reports and monitor site development and foundation subgrade preparation to determine the necessity for additional cut and backfill beneath building subgrades. The geotechnical engineer should also review the contractor's subgrade settlement survey and monitoring program during the placement of fill and, on the basis of this survey, determine the time-rate of settlement and recommended sequence for installation of structures, utilities, and pavements in Area 3.

CLOSURE

This report has been prepared to assist the Site and structural engineers in the design and construction of foundations, pavements, and Site structures related to the proposed development at 7 to 13 Depot Street, South Windham, Maine. The recommendations have been presented on the basis of an understanding of the project as described herein, and through the application of generally accepted foundation engineering practices. No other warranties, expressed or implied, are made.

Mr. Lee D. Allen, P.E.
Northeast Civil Solutions

We have enjoyed working with you on this phase of your project. Further investigations recommended in this report may be provided upon your request and written authorization. Should you have any questions regarding this report or require additional assistance, please do not hesitate to call.

Sincerely,

OAK ENGINEERS, LLC.



Wendell A. Shedd, III
Senior Geotechnical Engineer



Paul D. DeStefano, Ph.D., P.E.
Director, Geotechnical and Structural Services

WAS/PDD:ss
Attachments

cc: Steve Etzel, Questor, Inc.

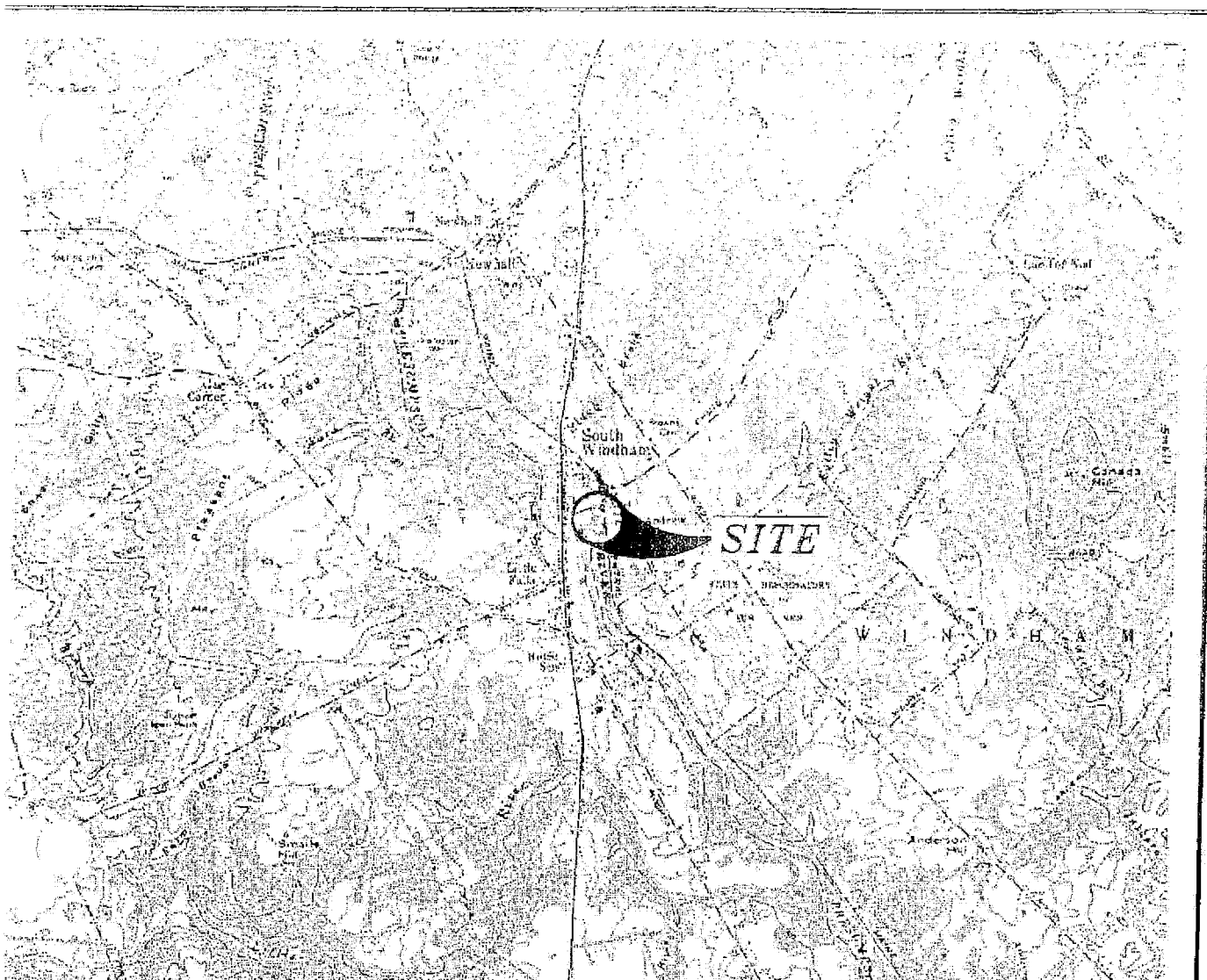
ATTACHMENT A

Figures

Geotechnical Investigation
Village at Little Falls, LLC
7 to 13 Depot Street
South Windham, Maine

Oak Engineers, LLC
Project 064006

VIL_RESP02883

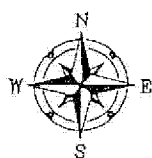


TAKEN FROM U.S.G.S. 7.5x15 MINUTE SERIES TOPOGRAPHIC
MAP OF GORHAM, MAINE-1957 (REVISED 1975).

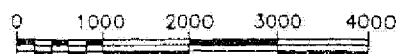
CONTOUR INTERVAL IS 20 FEET

SITE COORDINATES: LATITUDE 43°44'06"
LONGITUDE 70°25'25"

UTM COORDINATES: 48: 43: 421mN
3: 85: 345mE



QUADRANGLE LOCATION



SCALE in FEET
1: 25,000

OAK
ENGINEERS

Brown's Wharf
Newburyport, MA 01950
(978) 465-9877

PREPARED FOR:

NORTHEAST CIVIL SOLUTIONS
153 U.S. ROUTE 1
SCARBOROUGH, MAINE

DATE: FEBRUARY 26, 2007

SUBJECT: 064006

SITE:

VILLAGE AT LITTLE FALLS
13 DEPOT STREET
SOUTH WINDHAM, MAINE

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VIL_RESP02884

ATTACHMENT B

Soil Boring and Test Pit Logs

Geotechnical Investigation
Village at Little Falls, LLC
7 to 13 Depot Street
South Windham, Maine

Oak Engineers, LLC
Project 064006

VIL_RESP02885



BORING LOG:

B101

Ground Elevation:	See Plan	Total Depth:	23 Feet	Logged By:	WAS
GW encountered:	Feet	Boring Diameter:	6 Inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Well Pickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/RECOVERY (in.)	USCS SYMBOL	N	WELL
	Black to Dark Brown f-c SAND, little Silt, trace Gravel	dry to moist		SS-1	8,3 3,3	24/12	SM	6	
	(loose)	moist		SS-2	2,3 3,3	24/16	SM	6	
5	Olive CLAY, some silt, trace fine Sand, slightly plastic to plastic	moist - PP = 2.5 tsf		SS-3	2,2 3,3	24/20	CL	4	
		moist - w = 27.2%		SS-4	4,3 3,5	24/24	CL	6	
		moist		SS-5	3,4 4,4	24/24	CL	8	
10		moist to wet		SS-6	4,4 5,5	24/24	CL	9	
15		wet		SS-7	3,3 3,3	24/24	CL	6	
		wet		SS-8	4,8 12,18	24/24	CL	20	
	(stiff to medium)								
25	Auger Refusal - End of Boring @ 23'								
30									
35									

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

CLIENT:

Northeast Civil Solutions

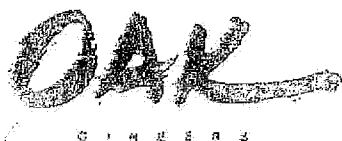
SITE:

Village at Little Falls
7 to 13 Depot Street
South Windham, Maine

Project No.: 064006

Page: 1

VIL_RESP02886



BORING LOG:

B102

Ground Elevation:	See Plan	Total Depth:	7.3 Feet	Logged By:	WAS
GW encountered:	N.O. Feet	Boring Diameter:	6 inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Well Stickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/ RECOVERY (in.)	USCS SYMBOL	N	WELL
	Gray to Brown f-c SAND, some Gravel, little Silt (loose)	dry to moist		SS-1	24,14 9,3	24/15	SM	23	
	Olive SILT, some Clay, trace fine Sand, slightly plastic to plastic	moist		SS-2	2,3 2,3	24/17	ML	5	
5		moist - w = 26.2%		SS-3	2,3 5,5	24/20	ML	8	
	(stiff to medium)	moist - weathered shale pieces in spoon		SS-4	5,10 50/3"	15/10	ML	>100	
	Auger and Split Spoon Refusal - End of Boring @ 7.3'								
10									
15									
20									
25									
30									
35									

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

CLIENT:

Northeast Civil Solutions

SITE:

Village at Little Falls
7 to 13 Depot Street
South Windham, Maine

Project No.:

064006

Page:

1

VIL_RESP02887



BORING LOG:

B103

Ground Elevation:	Sea Plan	Total Depth:	12.5 Feet	Logged By:	WAS
G/W encountered:	11 Feet	Boring Diameter:	8 inches	Date Drilled:	1/24/07 to 1/24/07
G/W @ completion:	N.M. Feet	Wall Stickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/RECOVERY (%)	USCS SYMBOL	N	WELL
	Topsoil	dry to moist		SS-1	4,4 50/4"	16/6	SM-ML	>100	
	Olive Brown SILT and fine SAND	moist - kerosene odor		SS-2	4,7 15,17	24/7	SM-ML	22	
5	becoming Dark Brown to Black	moist - wood pieces		SS-3	4,5 6,9	24/8	SM-ML	11	
	becoming Olive Brown with trace fine Gravel (firm)	moist		SS-4	7,9 5,4	24/7	SM-ML	14	
10	Light Brown f-m SAND and Gravel, little Silt	moist - coal pieces - w = 12.5%		SS-5	4,5 3,3	24/8	GM-SM	8	
	(loose)	wet		SS-6	2,2 3,1	24/12	GM-SM	5	
	Auger Refusal - End of Boring @ 12.5'								
15									
25									
30									
35									

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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VIL_RESP02888



BORING LOG:

B104

Ground Elevation:	Sea Plan	Total Depth:	9 Feet	Logged By:	WAS
GW encountered:	N.O. Feet	Boring Diameter:	6 inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Wall Stickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/ RECOVERY (in)	USCS SYMBOL	N	WELL
	Black f-m SAND, some Silt (loose)	dry to moist - brick and coal ash		SS-1	8,7 7,6 4,5	24/21	SM	14	
	Olive SILT and fine SAND, trace Gravel (firm) Auger Refusal on weathered rock	moist - shaley rock pieces in spoon		SS-2	18,50/ 4"	24/10	ML	23	
5		RQD = 68.3%		RC-1		60/60			
10	End of Boring @ 9'								
15									
25									
30									
35									

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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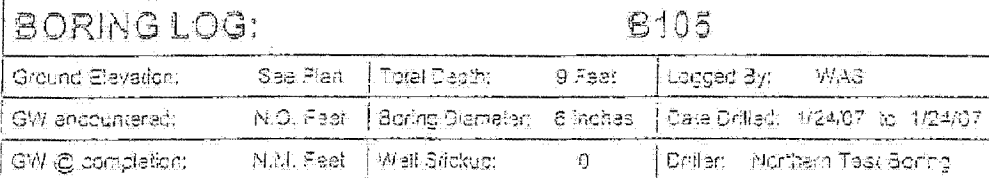
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<p>NOTES:</p> <ol style="list-style-type: none"> 1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA) 2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer). 	<p>CLIENT: Northeast Civil Solutions</p>
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BORING LOG:

B106

Ground Elevation:	See Plan	Total Depth:	5.8 Feet	Logged By:	WAS
GW encountered:	N.O. Feet	Boring Diameter:	6 inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Wall Stickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/RECOVERY (in.)	USCS SYMBOL	N	WELL
	Dark Gray fine SAND, some Silt Olive SILT, trace fine Sand, non-to slightly plastic	dry to moist - ash		SS-1	3,4 7,8	24/21	ML	11	
		moist		SS-2	3,5 7,9 9,11	24/20	ML	12	
5	(firm)	moist - rock pieces in sample		SS-3	14, 50/2"	20/20	ML	25	
	Auger and Split Spoon Refusal - End of Boring @ 5.8'								
10									
15									
20									
25									
30									
35									

- NOTES:
1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
 2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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BORING LOG:

B107

Ground Elevation:	Sea Plan	Total Depth:	2.8 Feet	Logged By:	WAS
GW encountered:	N.O. Feet	Boring Diameter:	6 inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Well Stockup:	0	Driller:	Northern Test Spring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/ RECOVERY (in.)	USCS SYMBOL	N	WELL
	Olive SILT and fine SAND, trace fine Gravel (firm)	dry to moist	X	SS-1	9.7 12.14	24/22	ML	19	
	Auger and Split Spoon Refusal - End of Boring @ 2.8'	moist	X	SS-2	12.50/3"	9/7	ML	>100	
5									
10									
15									
20									
25									
30									
35									

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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VIL_RESP02892

OAK
G I N E A S

BORING LOG:

B108

Ground Elevation:	See Plan	Total Depth:	1.2 Feet	Logged By:	WAS
GW encountered:	N.O. Feet	Boring Diameter:	8 inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Well Backlog:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/RECOVERY (in)	USCS SYMBOL	N	WELL
	Light Brown SILT and fine SAND	dry to moist - rock fragments	<input checked="" type="checkbox"/>	SS-1	3.7 50/2"	14/14	ML	>100	
5	Auger and Split Spoon Refusal - End of Boring @ 1.2'								
10									
15									
25									
30									
35									

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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BORING LOG:

B109

Ground Elevation:	See Plan	Total Depth:	7.5 Feet	Logged By:	WAS
GW encountered:	N.O. Feet	Boring Diameter:	6 inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Well Stickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/RECOVERY (in.)	USCS SYMBOL	N	WELL
	Brown f-c SAND, some Gravel, trace Silt (firm)	dry to moist		SS-1	13, 15 6, 6	24/22	SW	21	
5	Olive SILT, some Clay, trace fine Sand, slightly plastic (medium)	moist		SS-2	1, 2 4, 7	24/24	ML	6	
10	Auger and Split Spoon Refusal - End of Boring @ 7.5'								
15									
20									
25									
30									
35									

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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BORING LOG:

B110

Ground Elevation:	See Plan	Total Depth:	5.9 Feet	Logged By:	WAS
GW encountered:	N.O. Feet	Boring Diameter:	6 inches	Data Drilled:	1/2-1/67 to 1/2-1/87
GW @ completion:	N.M. Feet	Well Pickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/RECOVERY (in)	USCS SYMBOL	N	WELL
	Dark Brown SILT and fine SAND	dry to moist		SS-1	3,2 3,5	24/12	ML	5	
	with trace Gravel/Rock pieces	moist		SS-2	2,4 19,9	24/4	ML	23	
5	(loose to firm)	moist - weathered schist pieces		SS-3	10,7 12, 50/5"	23/20	ML	19	
	Auger and Split Spoon Refusal - End of Boring @ 5.9'								
10									
15									
25									
30									
35									

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-Inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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BORING LOG:

B111

Ground Elevation:	See Plan	Total Depth:	5.7 Feet	Logged By:	WAS
GW encountered:	N.O. Fast	Boring Diameter:	6 inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Fast	Wall Stickup:	0	Driller:	Northern Fast Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/RECOVERY (in.)	USCS SYMBOL	N	WELL
	Brown SAND, some Silt	dry to moist - concrete pieces		SS-1	7, 8 5, 4	24/14	SM	11	
		moist - concrete pieces		SS-2	8, 6 4, 5	24/12	SM	10	
5	(loose to firm)	moist - concrete and possible ash pieces		SS-3	5, 7 11, 50/2"	20/8	SM	18	
	Auger and Split Spoon Refusal - End of Boring @ 5.7'								
10									
15									
25									
30									
35									

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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BORING LOG:

B112

Ground Elevation:	See Plan	Total Depth:	3.5 Feet	Logged By:	WAS
GW encountered:	N.O. Feet	Boring Diameter:	6 Inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Wall Stickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/RECOVERY (in.)	USCS SYMBOL	N	WELL
	Brown f-c SAND, trace to little Silt	wet - concrete pieces	<input checked="" type="checkbox"/>	SS-1	12, 14 50/3"	21/10	SM	23	
	(firm)								
5	Auger Refusal - End of Boring @ 3.5'								
10									
15									
25									
30									
35									

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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VIL_RESP02897



BORING LOG:

B113

Ground Elevation:	See Plan	Total Depth:	16.25 Feet	Logged By:	WAS
GW encountered:	11 Feet	Boring Diameter:	6 inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Well Stickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/RECOVERY (in)	USCS SYMBOL	N	WELL
	Rust Brown f-c SAND and f-c GRAVEL, trace Silt	dry to moist		SS-1	9,10 10,9	24/20	GM-SM	10	
	becoming Rust Red	moist - red oxide and ash - w = 13.3%		SS-2	10,9 4,3	24/10	GM-SM	13	
-5	(firm to very loose)	moist - red oxide and ash		SS-3	3,1 1,1	24/7	GM-SM	2	
	Gray fine SAND, some Silt, trace to little organics	moist - coal ash pieces		SS-4	2,1 1,2	24/9	GM-SM	2	
-10	becoming fine to medium SAND, trace to little Silt (very loose)	moist - ash		SS-5	3,1 1,2	24/12	SM	2	
	Gray SILT, some f-m Sand	wet		SS-6	2,2 2,3	24/19	SM	4	
-15	(firm to dense)	saturated - rock pieces in sample		SS-7	8,14 50/3"	21/15	ML	>100	
	Auger and Split Spoon Refusal - End of Boring @ 16.25'								

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" I.D. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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VIL_RESP02898



BORING LOG:

B114

Ground Elevation:	Sea Plan	Total Depth:	33 Feet	Logged By:	WAG
GW encountered:	11 Feet	Boring Diameter:	6 inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Well Pickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/RECOVERY (in)	USCS SYMBOL	N	WELL
	Olive Brown f-c SAND, some Silt (firm)	dry to moist		SS-1	5,12 11,7	24/14	SM	23	
	Black to Dark Brown f-c SAND, trace to little Silt	moist		SS-2	5,5 7,5	24/16	SM	12	
5	(loose)	moist		SS-3	2,2 2,2	24/12	SM	4	
	Olive Brown f-m SAND, some Silt	moist - wood pieces		SS-4	2,2 2,3	24/12	SM	4	
		moist - wood chips and leaves		SS-5	1,1 2,2	24/16	SM	3	
10		wet - wood pieces/chips		SS-6	3,4 4,3	24/19	SM	8	
15	(loose)	saturated - large wood pieces		SS-7	3,3 3,3	24/11	SM	6	
	Blue Gray CLAY, trace Silt, trace fine Sand	wet to saturated		SS-8	1,2 2,1	24/20	CL	4	
		Su = 930 psf, w = 43.0%		ST-1			CL		
25		wet		SS-9	1,1 1,1	24/24	CL	2	
30	(soft)	wet		SS-10	1,1 1,2	24/24	CL	2	
35	Auger Refusal - End of Boring @ 33'								

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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VIL_RESP02899



ENGINEERS

BORING LOG:

B115

Ground Elevation:	See Plan	Total Depth:	20.8 Feet	Logged By:	WAS
GW encountered:	8 Feet	Boring Diameter:	8 inches	Data Dated:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Well Pickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENE/RATIO/RECOVERY (in)	USCS SYMBOL	N	WELL
	Black to Dark Brown f-c SAND, some Gravel, trace to little Silt	dry to moist - ash and coal pieces		SS-1	22,18 7,3	24/18	SM	25	
		moist - ash and coal pieces		SS-2	2,2 1,2	24/8	SM	3	
5		moist - ash and coal pieces		SS-3	2,1 2,2	24/10	SM	3	
		moist to wet - brick pieces		SS-4	3,4 2,3	24/8	SM	6	
	(very loose to loose)	saturated - brick pieces		SS-5	2,2 1,1	24/6	SM	3	
10	Gray fibrous organic SILT, trace fine Sand	saturated - 5.8% organics, w = 52.9%		SS-6	2,2 2,7	24/8	SM-OL	4	
	(loose)								
	Gray f-c SAND, little Silt								
15		saturated, wood and timber pieces		SS-7	2,3 4,5	24/17	SM	7	
	(loose)								
	Gray CLAY, some Silt, plastic								
	(soft)	saturated - rock pieces		SS-8	4, 50/3'	9/4	ML	>100	
	Auger and Split Spoon Refusal - End of Boring @ 20.8'								
25									
30									
35									

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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VIL_RESP02900



BORING LOG:

B116

Ground Elevation:	See Plan	Total Depth:	3.3 Feet	Logged By:	WAS
GW encountered:	N.O. Feet	Boring Diameter:	3 inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Well Stickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/ RECOVERY (in.)	USCS SYMBOL	N	WELL
	Dark Brown to Black f-c SAND, little SILT (loose)	dry to moist - brick pieces moist - brick pieces		SS-1	3,3 4,4	24/14	SM	7	
				SS-2	3,5 50/3"	15/5	SM	>100	
5	Auger Refusal - End of Boring @ 3.3'								
10									
15									
20									
25									
30									
35									

NOTES:

- Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
- Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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VIL_RESP02901



BORING LOG:

B117

Ground Elevation:	See Plan	Total Depth:	18 Feet	Logged By:	WAS
GW encountered:	9 Feet	Boring Diameter:	3 inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Fast	Well Shutoff:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/RECOVERY (in)	USCS SYMBOL	N	WELL
0	Gray to Brown f-c SAND, some fine Gravel, some Silt	dry to moist		SS-1	17,13 5,3	24/18	SM	20	
5		moist, with ash - w = 6.1%		SS-2	3,3 5,3	24/14	SM	8	
		moist - ash		SS-3	9,11 7,23	24/9	SM	18	
		moist - ash		SS-4	5,6 5,5	24/7	SM	11	
10	becoming dark gray to black	wet - ash		SS-5	3,4 4,4	24/3	SM	8	
	(loose to firm)	saturated - ash		SS-6	5,5 7,5	24/3	SM	12	
15	Olive to Blue CLAY, some Silt, plastic								
	(stiff)	moist - PP = 4.0 tsf		SS-7	9,11 17, 50/4"	20/17	CL	28	
	Auger Refusal - End of Boring @ 18'								
25									
30									
35									

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" I.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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VIL_RESP02902



BORING LOG:

B118

Ground Elevation:	See Plan	Total Depth:	22 Feet	Logged By:	WAS
GW encountered:	11 Feet	Boring Diameter:	8 inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Well Stickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION RECOVERY (in.)	USCS SYMBOL	N	WELL
	Gray f-m SAND, little Silt, little Gravel	dry to moist		SS-1	15,12 9,11	24/11	SM	21	
	becoming Black m-c SAND	moist		SS-2	9,17 29,23	24/14	SM	46	
5		moist		SS-3	9,8 21, 50/4"	22/15	SM	29	
10	becoming some fine silt	moist - concrete pieces		SS-4	10,17 10,12	24/17	SM	27	
15		wet		SS-5	21,12 11,12	24/1	SM	23	
	(firm to dense)			SS-6	12,21 27,31	24/0	SM	48	
	Auger Refusal - End of Boring @ 22'								
25									
30									
35									

NOTES:

- Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
- Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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VIL_RES02903



BORING LOG:

B119

Ground Elevation:	See Plan	Total Depth:	18 Feet	Logged By:	WAS
GW encountered:	11 Feet	Boring Diameter:	6 inches	Date Drilled:	1/24/07 to 1/24/07
GW @ completion:	N.M. Feet	Well Slickup:	0	Driller:	Northern Test Boring

DEPTH	DESCRIPTION	REMARKS	SAMPLE	SAMPLE NUMBER	BLOW COUNTS (per 6 inches)	PENETRATION/RECOVERY (in.)	USCS SYMBOL	N	WELL
0	Gray f-m SAND, little Silt, little Gravel	dry to moist		SS-1	12,16 18,11	24/14	SM	34	
5	becoming Dark Brown to Black m-c SAND	moist		SS-2	8,5 20,25	24/12	SM	25	
		moist		SS-3	7,17 21,14	24/18	SM	38	
10	(loose to firm) Olive Silt, little Clay, trace fine Sand	wet		SS-4	10,15 15,18	24/17	ML	30	
15	(medium to stiff) Auger Refusal - End of Boring @ 18'	wet		SS-5	19,13 11,12	24/13	ML	24	

NOTES:

1. Drilling Method: Track mounted Diedrich D-50 with 2-1/4" i.d. Hollow Stem Auger (HSA)
2. Soil Sampling: 2-inch Split Spoon Sampler driven with 140 lb. hammer falling 30 inches (Auto-Hammer).

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VIL_RESP02904



ENGINEERS

Civil Engineers & Land Surveyors

TEST PIT LOG

Project: Geotechnical Investigation		Project No. 064006	
TEST PIT IDENTIFICATION: TP101			
Location: 12 Depot St, S. Windham, Maine		Ground Elevation:	
Client:		Datum: NA	
Contractor: ESN North Atlantic		Operator: Justin Berger	
Equipment: Bobcat 442 Tracked Excavator		Samples Collected <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Capacity/Reach: 1/2 cubic yard, 16'		Time Started:	Time Completed:
Weather: 35 F, cloudy			
Logged by ALB		Date: 2/21/2006	
Checked by:		Date:	
TEST PIT INFORMATION			
Depth of Stratum Change (feet)	Sample No. and Type	Sample Depth (feet)	Soil Description
0-0.5			Topsoil, organics
0.5 - 3'			Dark Brown/Black f-m SAND, little Silt, cobbles
3 - 4.5'			Grayish Brown Clayey Silt
4.5'			Refusal on Bedrock @ 4.5'
			groundwater encountered at 3' bgs (adjacent to creek)
Pit Dimensions (Ft.) Length: <u>6</u> Width: <u>2.5</u> Depth: <u>4.5</u>		Remarks: 1) Composite sample submitted to for analysis. 2) Test pit backfilled with native material.	



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TEST PIT LOG

Project: Geotechnical Investigation		Project No. 064006	
TEST PIT IDENTIFICATION: TP102			
Location: 12 Depot St, S. Windham, Maine		Ground Elevation:	
Client:		Datum: NA	
Contractor: ESN North Atlantic		Operator: Justin Berger	
Equipment: Bobcat 442 Tracked Excavator		Samples Collected <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Capacity/Reach: 1/2 cubic yard, 16'		Time Started:	Time Completed:
Weather: 35 F, cloudy			
Logged by ALB		Date: 2/21/2006	
Checked by:		Date:	
TEST PIT INFORMATION			
Depth of Stratum Change (feet)	Sample No. and Type	Sample Depth (feet)	Soil Description
0-1.5'			Brown f-m SAND, little Silt, metal, cobbles
1.5 - 2.5'			Tan fine SAND and SILT, weathered rock fragments
2.5'			Refusal on Bedrock @ 2.5'
			no groundwater encountered
Pit Dimensions (Ft.) Length: 6 Width: 3 Depth: 2.5			Remarks: 1) Composite sample submitted to for analysis. 2) Test pit backfilled with native material.



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TEST PIT LOG

Project: Geotechnical Investigation		Project No. 064006	
TEST PIT IDENTIFICATION: TP103			
Location: 12 Depot St, S. Windham, Maine		Ground Elevation:	
Client:		Datum: NA	
Contractor: ESN North Atlantic		Operator: Justin Berger	
Equipment: Bobcat 442 Tracked Excavator		Samples Collected <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Capacity/Reach: 1/2 cubic yard, 16'		Time Started:	Time Completed:
Weather: 35 F, cloudy			
Logged by ALB		Date: 2/21/2006	
Checked by:		Date:	
TEST PIT INFORMATION			
Depth of Stratum Change (feet)	Sample No. and Type	Sample Depth (feet)	Soil Description
0 - 2'			Brown f-m SAND, little Silt, brick, ash
2 - 3.5'			Tan fine SAND and SILT, weathered rock fragments
3.5'			Refusal on Bedrock @ 3.5'
			no groundwater encountered
Pit Dimensions (Ft.) Length: <u>5.5</u> Width: <u>2.5</u> Depth: <u>3.5</u>		Remarks: 1) Composite sample submitted to for analysis. 2) Test pit backfilled with native material.	



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TEST PIT LOG

Project: Geotechnical Investigation		Project No. 064006	
TEST PIT IDENTIFICATION: TP104			
Location: 12 Depot St, S. Windham, Maine		Ground Elevation:	
Client:		Datum: NA	
Contractor: ESN North Atlantic		Operator: Justin Berger	
Equipment: Bobcat 442 Tracked Excavator		Samples Collected <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Capacity/Reach: 1/2 cubic yard, 16'		Time Started:	Time Completed:
Weather: 35 F, cloudy			
Logged by ALB		Date: 2/21/2006	
Checked by:		Date:	
TEST PIT INFORMATION			
Depth of Stratum Change (feet)	Sample No. and Type	Sample Depth (feet)	Soil Description
0 - 2'			Brown f-m SAND, little Silt, brick, metal
2 - 5'			Light Brown fine to medium SAND, some Silt
5'			Refusal on Bedrock @ 5'
			no groundwater encountered
Pit Dimensions (Ft.) Length: 6 Width: 3 Depth: 5			Remarks: 1) Composite sample submitted to for analysis. 2) Test pit backfilled with native material.



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TEST PIT LOG

Project: Geotechnical Investigation		Project No. 064006	
TEST PIT IDENTIFICATION: TP105			
Location: 12 Depot St, S. Windham, Maine		Ground Elevation:	
Client:		Datum: NA	
Contractor: ESN North Atlantic		Operator: Justin Berger	
Equipment: Bobcat 442 Tracked Excavator		Samples Collected <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Capacity/Reach: 1/2 cubic yard, 16'		Time Started:	Time Completed:
Weather: 35 F, cloudy			
Logged by ALB		Date: 2/21/2006	
Checked by:		Date:	
TEST PIT INFORMATION			
Depth of Stratum Change (feet)	Sample No. and Type	Sample Depth (feet)	Soil Description
0 - 0.5'			Brown f-m SAND, little Silt, brick, metal
0.5 - 1.5'			Brown fine to medium SAND, little Silt, cobbles
1.5 - 5'			Gray-Brown fine to medium SAND, some silt, cobble sized rock fragments
5'			Refusal on Bedrock @ 5'
			no groundwater encountered
Pit Dimensions (Ft.) Length: <u>6</u> Width: <u>3</u> Depth: <u>5</u>			Remarks: 1) Composite sample submitted to for analysis. 2) Test pit backfilled with native material.



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TEST PIT LOG

Project: Geotechnical Investigation		Project No. 064006	
TEST PIT IDENTIFICATION: TP106			
Location: 12 Depot St, S. Windham, Maine		Ground Elevation:	
Client:		Datum: NA	
Contractor: ESN North Atlantic		Operator: Justin Berger	
Equipment: Bobcat 442 Tracked Excavator		Samples Collected <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Capacity/Reach: 1/2 cubic yard, 16'		Time Started:	Time Completed:
Weather: 35 F, cloudy			
Logged by ALB		Date: 2/21/2006	
Checked by:		Date:	
TEST PIT INFORMATION			
Depth of Stratum Change (feet)	Sample No. and Type	Sample Depth (feet)	Soil Description
0 - 0.5'			forest mat, organics
0.5 - 2'			Brown fine to medium SAND, little Silt, cobbles, weathered rock fragments
2'			Refusal on Bedrock @ 2'
			no groundwater encountered
Pit Dimensions (Ft.) Length: 7 Width: 2.5 Depth: 2			Remarks: 1) Composite sample submitted to for analysis. 2) Test pit backfilled with native material.



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TEST PIT LOG

Project: Geotechnical Investigation		Project No. 064006	
TEST PIT IDENTIFICATION: TP107			
Location: 12 Depot St, S. Windham, Maine		Ground Elevation:	
Client:		Datum: NA	
Contractor: ESN North Atlantic		Operator: Justin Berger	
Equipment: Bobcat 442 Tracked Excavator		Samples Collected <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Capacity/Reach: 1/2 cubic yard, 16'		Time Started:	Time Completed:
Weather: 35 F, cloudy			
Logged by ALB		Date: 2/21/2006	
Checked by:		Date:	
TEST PIT INFORMATION			
Depth of Stratum Change (feet)	Sample No. and Type	Sample Depth (feet)	Soil Description
0 - 2'			Brown fine to medium SAND, little Silt, brick, metal, wood, rock fragments
2 - 5.5'			Gray to Brown f-m SAND, "stacked" rock backfill
5.5'			Refusal on Bedrock @ 5.5'
			groundwater seepage into excavation @ 5.5'
Pit Dimensions (Ft.) Length: <u>5.5</u> Width: <u>3</u> Depth: <u>5</u>			Remarks: 1) Composite sample submitted to for analysis. 2) Test pit backfilled with native material.



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TEST PIT LOG

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Project: Geotechnical Investigation		Project No. 064006	
TEST PIT IDENTIFICATION: TP109			
Location: 12 Depot St, S. Windham, Maine		Ground Elevation:	
Client:		Datum: NA	
Contractor: ESN North Atlantic		Operator: Justin Berger	
Equipment: Bobcat 442 Tracked Excavator		Samples Collected <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Capacity/Reach: 1/2 cubic yard, 16'		Time Started:	Time Completed:
Weather: 35 F, cloudy			
Logged by ALB		Date: 2/21/2006	
Checked by:		Date:	
TEST PIT INFORMATION			
Depth of Stratum Change (feet)	Sample No. and Type	Sample Depth (feet)	Soil Description
			Compacted fill, construction debris (metal and concrete)
			Large void to ~ 6' down along side foundation wall (block wall)
			excavation could not be advance beyond 6" with excavator due to frost and concrete slab
Pit Dimensions (Ft.) Length: <u>n/a</u> Width: <u>n/a</u> Depth: <u>n/a</u>			Remarks: 1) Composite sample submitted to for analysis. 2) Test pit backfilled with native material.



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TEST PIT LOG

Project: Geotechnical Investigation		Project No. 064006	
TEST PIT IDENTIFICATION: TP110			
Location: 12 Depot St, S. Windham, Maine		Ground Elevation:	
Client:		Datum: NA	
Contractor: ESN North Atlantic		Operator: Justin Berger	
Equipment: Bobcat 442 Tracked Excavator		Samples Collected <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Capacity/Reach: 1/2 cubic yard, 16'		Time Started:	Time Completed:
Weather: 35 F, cloudy			
Logged by ALB		Date: 2/21/2006	
Checked by:		Date:	
TEST PIT INFORMATION			
Depth of Stratum Change (feet)	Sample No. and Type	Sample Depth (feet)	Soil Description
0 - 1.5'			Brown fine to medium SAND, little Silt, cobbles and weathered rock
1.5'			Refusal on Bedrock @ 1.5'
			groundwater seepage into excavation @ 5.5'
Pit Dimensions (Ft.) Length: 6 Width: 2 Depth: 1.5			Remarks: 1) Composite sample submitted to for analysis. 2) Test pit backfilled with native material.



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TEST PIT LOG

Project: Geotechnical Investigation		Project No. 064006	
TEST PIT IDENTIFICATION: TP111			
Location: 12 Depot St, S. Windham, Maine		Ground Elevation:	
Client:		Datum: NA	
Contractor: ESN North Atlantic		Operator: Justin Berger	
Equipment: Bobcat 442 Tracked Excavator		Samples Collected <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Capacity/Reach: 1/2 cubic yard, 16'		Time Started:	Time Completed:
Weather: 35 F, cloudy			
Logged by ALB		Date: 2/21/2006	
Checked by:		Date:	
TEST PIT INFORMATION			
Depth of Stratum Change (feet)	Sample No. and Type	Sample Depth (feet)	Soil Description
0 - 2'			Topsoil, Organics
0.5 - 4.5'			Dark Brown f-m SAND, trace Silt, brick, concrete, metal, ash
4.5 - 6.5'			Tan fine SAND and Silt, some weathered bedrock
6.5'			refusal on bedrock @ 6.5'
			No groundwater encountered
Pit Dimensions (Ft.) Length: <u>6.5</u> Width: <u>3</u> Depth: <u>6.5</u>			Remarks: 1) Composite sample submitted to for analysis. 2) Test pit backfilled with native material.



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Soil Classification Terms

Grain Size		
Material	Fraction	Sieve Size
Boulders		12" +
Cobbles		3"-12"
Gravel	coarse	¾"-3"
	fine	No. 4 to ¾"
Sand	coarse	No. 10 to No. 40
	medium	No. 40 to No. 100
	fine	No. 100 to No. 200
Fines (Silt & Clay)		Passing No. 200

Identification of soil type is made on the basis of an estimate of particle sizes, and in the case of fine-grained soils, also on basis of plasticity.

Coarse and Fine Grained Soils	
Descriptive Adjective	*Percentage Requirement
Trace	1-10%
Little	10-20%
Some	20-35%
And	35-50%

When sampling gravelly soils with a standard split spoon, the true percentage of gravel is often not recovered due to the relatively small sampler diameter.

*Percentage measured by weight.

Standard Penetration Values (N) v. Relative Density & Consistency

GRANULAR		COHESIVE	
N	Relative Density (%)	N	Consistency
		<2	Very Soft
0-4	Very Loose (0-15)	2-4	Soft
4-10	Loose (15-35)	4-8	Medium
10-30	Firm (35-65)	8-15	Stiff
30-50	Dense (65-85)	15-30	Very Stiff
>50	Very Dense (>85)	>30	Hard



E N G I N E E R S

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Rock Classification Terms

Weathering Classification		
Grade	Symbol	Diagnostic Features
Fresh	F	No visible sign of decomposition or discoloration. Rings under hammer impact.
Slightly Weathered	WS	Slight discoloration inwards from open fracture, otherwise similar to F.
Moderately Weathered	WM	Discoloration throughout. Weaker mineral such as feldspar decomposed. Strength somewhat less than fresh rock but cores can not be broken by hand or scraped by knife.
Highly Weathered	WH	Most minerals somewhat decomposed. Specimens can be broken by hand with effort or shaved with knife. Core stones present in rock mass. Texture becoming distinct but fabric.
Completely Weathered	WC	Minerals decomposed to soil but fabric and structure preserved (Saprolite). Specimens easily crumbled or penetrated.
Residual Soil	RS	Advanced state of decomposition resulting in Plastic soils. Rock fabric and structure completely destroyed. Large volume change.

Rock Descriptors			
Term		Meaning	
Hardness	Soft	Scratched by fingernail	
	Medium Hard	Scratched easily by penknife	
	Hard	Scratched with difficulty by penknife	
	Very Hard	Cannot be scratched by penknife	
Jointing/ Fractures	Slight	2 to 6 ft. spacing	
	Moderate	8in. to 2 ft.	
	High	2 in. to 8 in.	
	Intense	< 2in.	
Bedding	Laminated	(< 1")	Natural Break in Rock Layers
	Thin Bedded	(1" - 4")	
	Bedded	(4" - 12")	
	Thick Bedded	(12" - 36")	
	Massive	(> 36")	



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Unified System Classification of Soils (ASTM D-2437)

Major Divisions			Group Symbols	Typical Names
Coarse-Grained Soils More than 50% retained on No. 200 sieve	Gravels 50% or more of coarse fraction retained on No. 4 sieve	Clean Gravels	GW	Well-graded gravels and gravel-sand mixtures, little or no fines.
			GP	Poorly graded gravels and gravel-sand mixtures, little or no fines.
		Gravels w/ Fines	GM	Silty gravels, gravel-sand-silt mixtures.
			GC	Clayey gravels, gravel-sand-clay mixtures.
	Sands More than 50% coarse fraction passes No. 4 sieve	Clean Sands	SW	Well-graded sands and gravelly sands little or no fines.
			SP	Poorly graded sands and gravelly sands little or no fines.
		Sands w/ Fines	SM	Silty gravels, gravel-sand-silt mixtures.
			SC	Clayey sands, sand-clay mixtures.
Fine-Grained Soils 50% or more passes No. 200 sieve	Sills and Clays Liquid Limit 50% or less		ML	Inorganic silts, very fine sands, rock flour, silty or clayey sands.
			CL	Inorganic clays of low plasticity, gravelly clays, sandy clays, silty clays.
			OL	Organic silts and organic silty clays of low plasticity.
	Sills and Clays Liquid limit greater than 50%		MH	Inorganic silts, micaceous or diatomaceous fine sands or silts, elastic silts
			CH	Inorganic clays of high plasticity, fat clays.
			OH	Organic clays of medium to high plasticity.
Highly Organic Soils			Pt	Peat, much and other highly organic soils

ATTACHMENT C

Laboratory Analysis

Geotechnical Investigation
Village at Little Falls, LLC
7 to 13 Depot Street
South Windham, Maine

Oak Engineers, LLC
Project 064006

VIL_RESP02918



GEOTECHNICAL CONSULTING
SITE INSPECTIONS
CONSTRUCTION MATERIALS TESTING

JOHN TURNER CONSULTING, INC.

REPORT OF ATTERBERG LIMITS TEST RESULTS

CLIENT: Oak Engineers
Attn: Mr. Wally Shedd
Brown's Wharf
Newburyport, MA 01950

PROJECT: South Windham, Maine
064006

DATE: February 27, 2007

REPORT #: 07-010-005

Date Received: 01-30-07

Sampled By: Client

Method Used: ASTM D 4318

Tested By: Jim Corti

ID	Source	Depth (Feet)	Material Type	Moisture Content	Liquid Limit	Plastic Limit	Plasticity Index
001	B101 S4	6-8	Clay	27.2%	38	22	16
002	B102 S3	4-6	Silt, t-fs	26.2%	20	N/A	Non-Plastic
004	B105 S2	2-4	Silt, t-g, t-fs	24.7%	23	N/A	Non-Plastic
006	B114 S9	25-27	Clay	38.7%	33	20	13

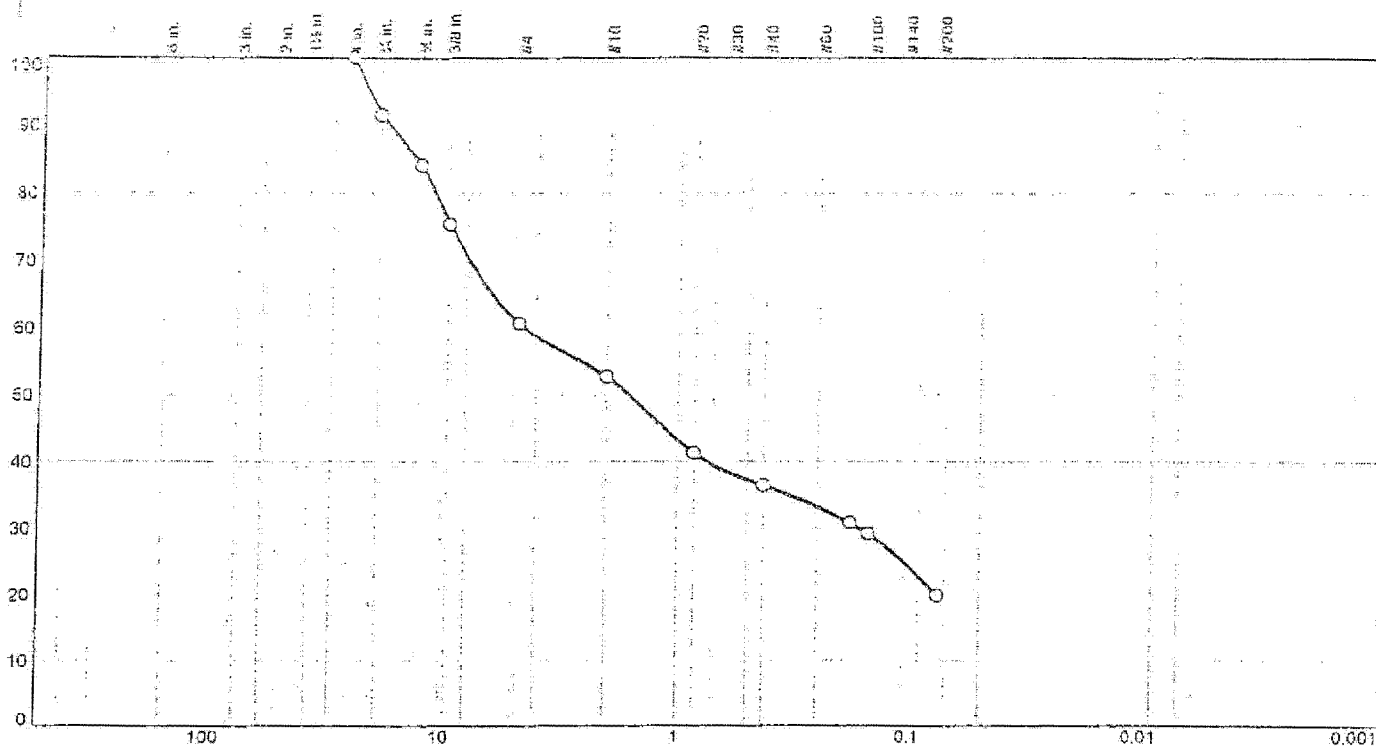
TEAMWORK

Site Locations:
Dover, Scarborough, ME

19 Dover Street, Dover, NH, 03820
Phone: 603-749-1841 Fax: 603-516-6851

VIL_RESP02919

Particle Size Distribution Chart



GRAIN SIZE - mm.

Gravel	% Gravel		Sand	% Sand			% Fines	
	Coarse	Fine		Coarse	Medium	Fine	Silt	Clay
0.0	8.6	30.9	7.9	16.3		16.6	19.7	

SIEVE SIZE	PERCENT FINER	SPEC.* PERCENT	PASS? (X=NO)
1	100.0		
3/4	91.4		
1/2	84.0		
3/8	75.3		
#4	60.5		
#10	52.6		
#20	41.1		
#40	36.3		
#80	30.7		
#100	29.1		
#200	19.7		

Material Description

MEDIUM-FINE SAND & FINE GRAVEL, little silt and/or clay

Atterberg Limits (ASTM D 4318)

PL= LL= Pi=

Classification

USCS= AASHTO=

Coefficients

D₈₅= 13.3033 D₆₀= 4.5722 D₅₀= 1.6283
D₃₀= 0.1659 D₁₅= D₁₀=
C_u= C_c=

Date Tested: 2-1-07 Tested By: Jim Corti

Remarks

Moisture Content: 12.5%

(no specification provided)

Sample No.: 003 Source of Sample: B 103

Date Sampled: 1-29-07

Location: S 5

Elev./Depth: 8.0-10.0 feet

Checked By: John Turner

Title: President

**JOHN
TURNER
Dover, NH**

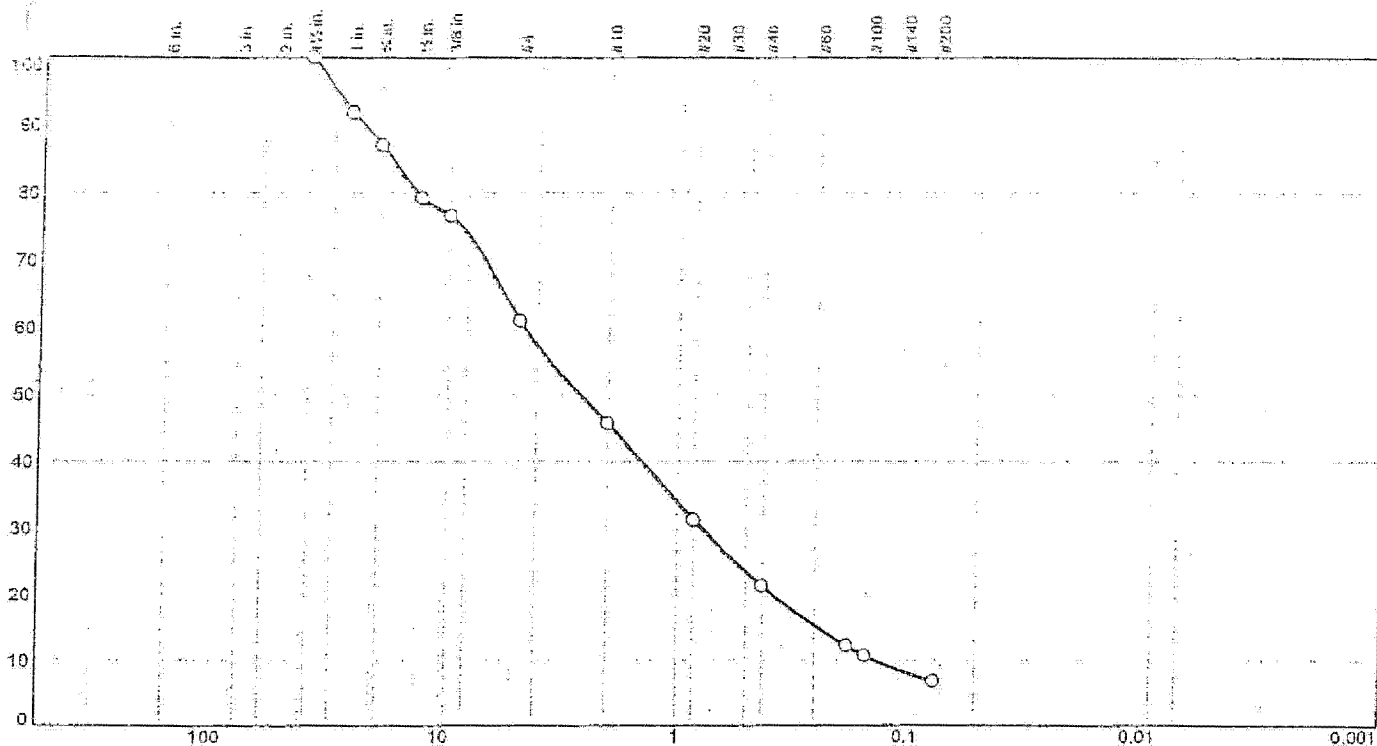
Client: Oak Engineers
Project: South Windham, Maine
Proj. No. 064006

Project No: 07-010

Figure 001

VIL_RESP02920

Particle Size Distribution Chart



GRAIN SIZE - mm.

Boulders	% Gravel		% Sand			% Fines	
	Coarse	Fine	Coarse	Medium	Fine	Silt	Clay
0.0	13.0	26.1	15.3	24.5	14.4	6.7	

SIEVE SIZE	PERCENT FINER	SPEC. PERCENT	PASS? (X=NO)
1.5	100.0		
1	91.8		
3/4	87.0		
1/2	79.1		
3/8	76.5		
#4	60.9		
#10	45.6		
#20	31.1		
#40	21.1		
#80	12.1		
#100	10.6		
#200	6.7		

Material Description

COARSE-MEDIUM-FINE SAND & COARSE-FINE GRAVEL, some silt

Atterberg Limits (ASTM D 4318)

PL= LL= PI=

Classification

USCS= AASHTO=

Coefficients

D₈₅= 17.3050 D₆₀= 4.5740 D₅₀= 2.6527
D₃₀= 0.7951 D₁₅= 0.2464 D₁₀= 0.1384
C_u= 33.05 C_c= 1.00

Date Tested: 2-1-07 Tested By: Jim Corti

Remarks

Moisture Content: 13.3%

(no specification provided)

Sample No.: 005

Source of Sample: B 113

Date Sampled: 1-29-07

Location: S 2

Elev./Depth: 2.0-4.0 feet

Checked By: John Turner

Title: President

**JOHN
TURNER**
Dover, NH

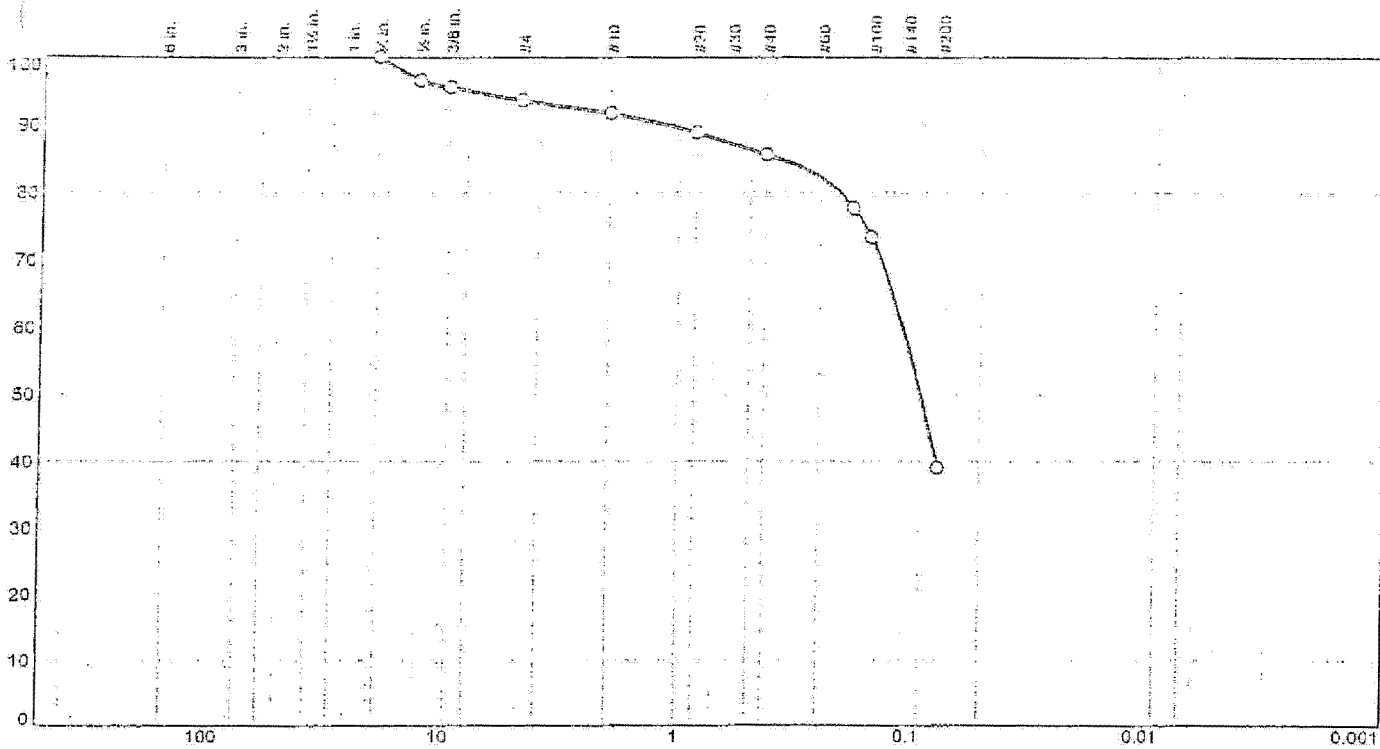
Client: Oak Engineers
Project: South Windham, Maine
Proj. No. 064006

Project No: 07-010

Figure 002

VIL_RESP02921

Particle Size Distribution Chart



GRAIN SIZE - mm.

Boulders	% Gravel		% Sand			% Fines	
	Coarse	Fine	Coarse	Medium	Fine	Silt	Clay
0.0	0.0	6.4	2.0	6.1	46.6	38.9	

SIEVE SIZE	PERCENT FINER	SPEC.* PERCENT	PASS? (X=NO)
3/4	100.0		
1/2	96.5		
3/8	95.5		
#4	93.6		
#10	91.6		
#20	88.8		
#40	85.5		
#80	77.6		
#100	73.3		
#200	38.9		

Material Description

FINE SAND & SILT and/or CLAY, trace fine gravel

Atterberg Limits (ASTM D 4318)

PL= LL= PI=

Classification

USCS= AASHTO=

Coefficients

D₈₅= 0.3805 D₆₀= 0.1088 D₅₀= 0.0906
D₃₀= D₁₅= D₁₀=
C_u= C_c=

Date Tested: 2-1-07 Tested By: Jim Corti

Remarks

(w-d)/d Moisture Content: 52.9% Organic Content: 5.8% Ash Content: 94.2%

(no specification provided)

Sample No.: 007 Source of Sample: B 115

Location: S 6

Date Sampled: 1-29-07

Elev./Depth: 10.0-12.0 feet

Checked By: John Turner

Title: President

**JOHN
TURNER**
Dover, NH

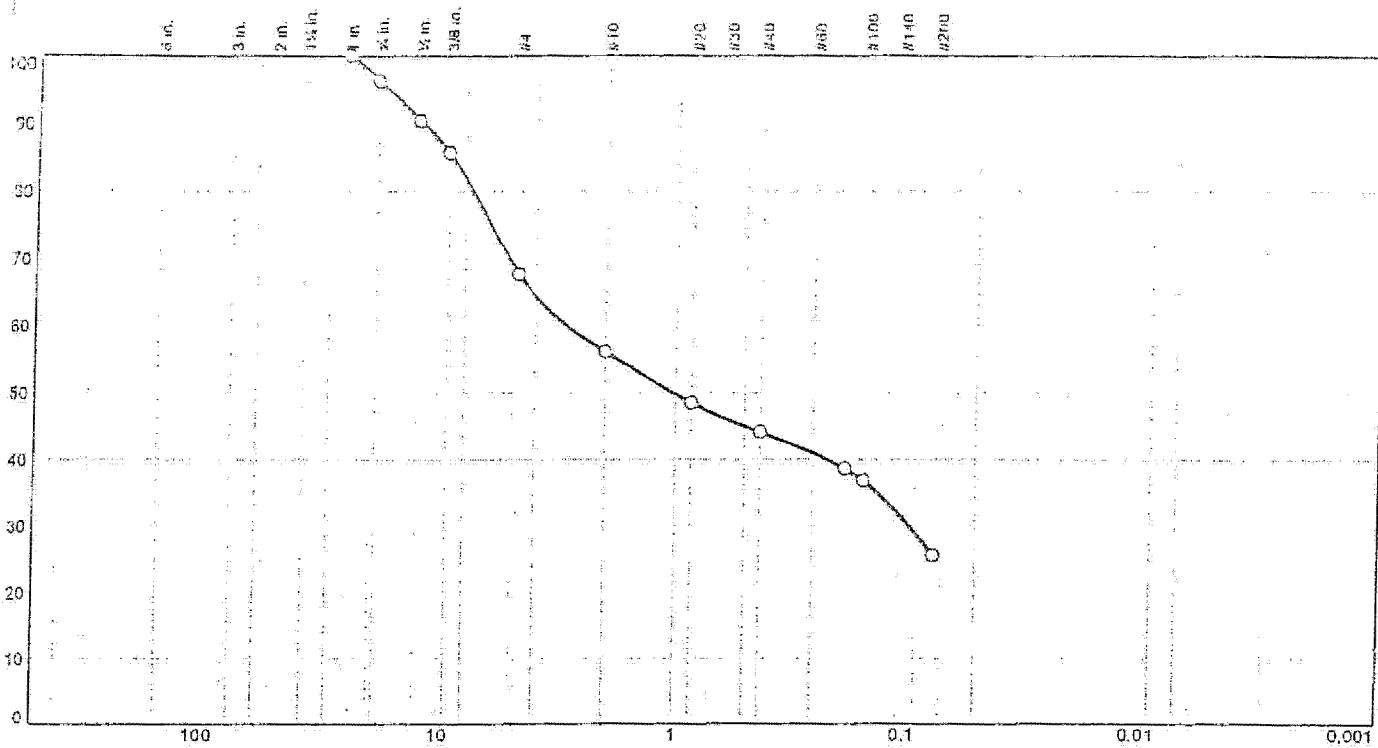
Client: Oak Engineers
Project: South Windham, Maine
Proj. No. 064006

Project No: 07-010

Figure 003

VIL_RESP02922

Particle Size Distribution Chart



GRAIN SIZE - mm.

Boulders	% Gravel		% Sand			% Fines	
	Coarse	Fine	Coarse	Medium	Fine	Silt	Clay
0.0	3.8	28.6	11.6	12.0	18.5	25.5	

SIEVE SIZE	PERCENT FINER	SPEC. PERCENT	PASS? (X=NO)
1	100.0		
3/4	96.2		
1/2	90.3		
3/8	85.5		
#4	67.6		
#10	56.0		
#20	48.4		
#40	44.0		
#80	38.5		
#100	36.7		
#200	25.5		

Material Description

COARSE-MEDIUM-FINE SAND, some fine gravel, some silt and/or clay

Atterberg Limits (ASTM D 4318)

PL= LL= PI=

Classification

USCS= AASHTO=

Coefficients

D₈₅= 9.2887 D₆₀= 2.9970 D₅₀= 1.0400
D₃₀= 0.0939 D₁₅= D₁₀=
C_u= C_c=

Date Tested: 2-1-07 Tested By: Jim Corti

Remarks

Moisture Content: 6.1%

(no specification provided)

Sample No.: 008 Source of Sample: B 117

Location: S2

Date Sampled: 1-29-07

Checked By: John Turner

Title: President

Elev./Depth: 2.0-4.0 feet

**JOHN
TURNER**
Dover, NH

Client: Oak Engineers
Project: South Windham, Maine
Proj. No. 064006

Project No: 07-010

Figure 004

VIL_RESP02923

GeoTesting

ADP 000

1145 Massachusetts Avenue

Boxborough, MA 01719

978 635 0424 Tel

978 635 0266 Fax

Transmittal

TO:

Mr. Wendell Shedd

Oak Engineers

Browns Wharf

Newburyport, MA 01950

DATE: 2/15/07

GTX NO: 7278

RE: Project No. 064006 – Windham, ME

Client Project No. 064006

COPIES	DATE	DESCRIPTION
	2/15/07	February 2007 Laboratory Test Reports

REMARKS:

CC:

SIGNED:

Joe Tomei – Laboratory Manager

APPROVED BY:

Gary Torosian – Director of Testing Services

VIL_RESP02924

GeoTesting Express

February 15, 2007

Mr. Wendell Shedd
Oak Engineers
Browns Wharf
Newburyport, MA 01950

Re: Project No. 064006 - Windham, ME (GTX-7278)

Dear Mr. Shedd:

Enclosed are the test results you requested for the above referenced project. GeoTesting Express, Inc. (GTX) received one Shelby Tube sample from you on February 1, 2007. This sample was labeled as follows:

B-114 (23-25 ft)

GTX performed the following tests on this sample:

One- Point CU Triaxial (ASTM D 4767)

Incremental Consolidation (ASTM D 2435)

Copy of your test request is attached.

The results presented in this report apply only to the items tested. This report shall not be reproduced except in full, without written approval from GeoTesting Express. The remainder of these samples will be retained for a period of sixty (60) days and will then be discarded unless otherwise notified by you. Please call me if you have any questions or require additional information. Thank you for allowing GeoTesting Express the opportunity of providing you with testing of geosynthetics. We look forward to working with you again in the future.

Respectfully yours,



Joe Tomei
Laboratory Manager

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Massachusetts Avenue
Boston, MA 01719
800 434 1062 Toll Free
978 635 0266 Fax

www.geotesting.com
2662 Holcomb Bridge Road, Suite 310
Alpharetta, GA 30022
770 645 6575 Tel
770 645 6570 Fax

VIL_RESP02925

GeoTesting
express

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Boxborough, MA 01719

978 635 0424 Tel

978 635 0266 Fax

Geotechnical Test Report

February 15, 2007

GTX-7278
Project No. 064006

Windham, ME

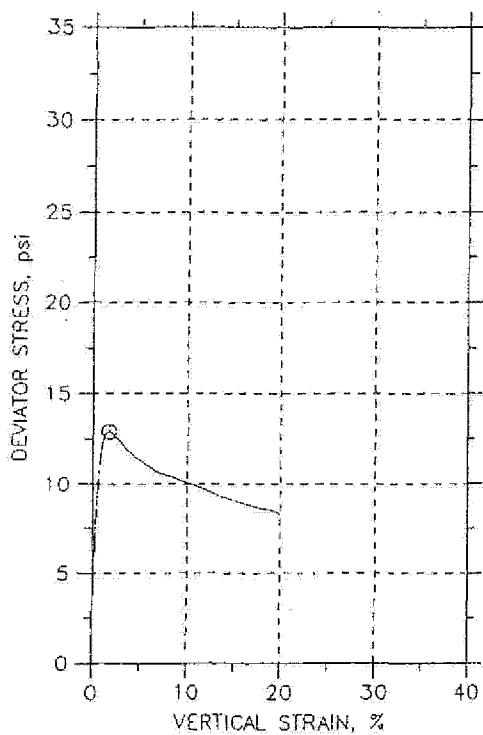
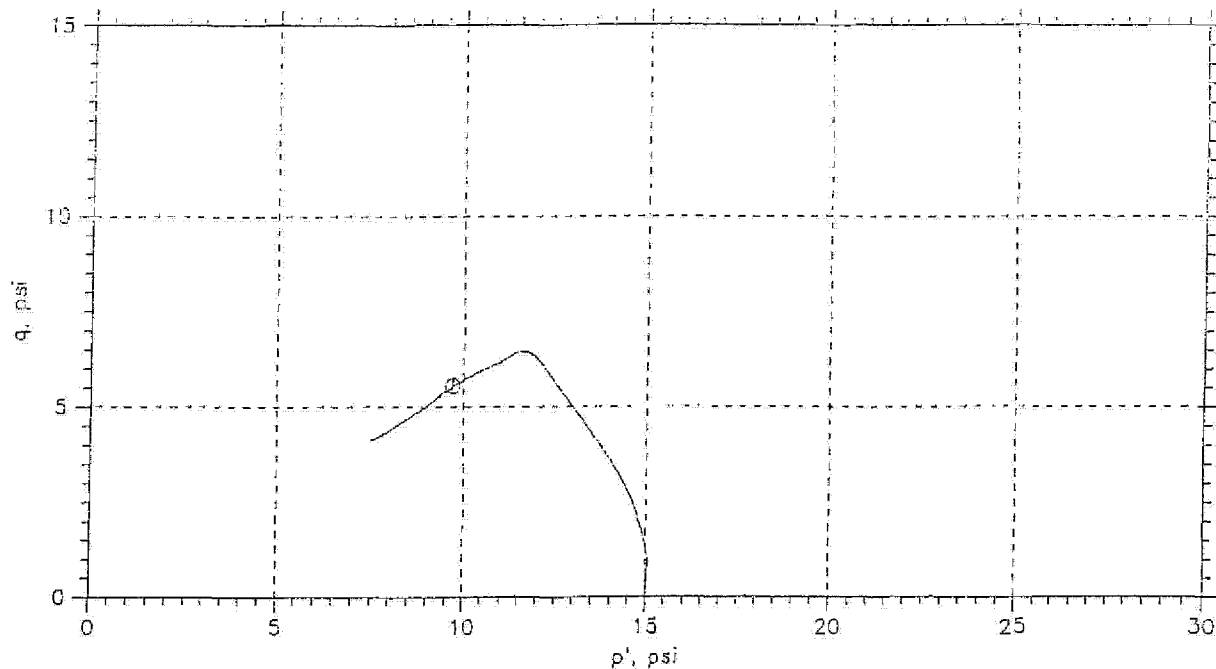
Prepared for:

Oak Engineers

VIL_RESP02926

VIL_RESP02927

CONSOLIDATED UNDRAINED TRIAXIAL TEST by ASTM D4767



Symbol	⊙			
Sample No.	---			
Test No.	CU-1-1			
Depth	23-25 ft			
Initial	Diameter, in	2.87		
	Height, in	6.05		
	Water Content, %	43.0		
	Dry Density, pcf	79.45		
	Saturation, %	101.8		
Before Shear	Void Ratio	1.16		
	Water Content, %	32.8		
	Dry Density, pcf	90.26		
	Saturation*, %	100.0		
	Void Ratio	0.902		
	Back Press., psi	94.01		
	Ver. Eff. Cons. Stress, psi	14.99		
	Shear Strength, psi	6.455		
	Strain at Failure, %	1.67		
	Strain Rate, %/min	0.008		
	B-Value	0.96		
	Estimated Specific Gravity	2.75		
	Liquid Limit	---		
	Plastic Limit	---		

Project: No. 064006

Location: Windham, ME

Project No.: GTX-727B

Boring No.: B-114

Sample Type: tube

Description: Moist, gray clay with traces of sand

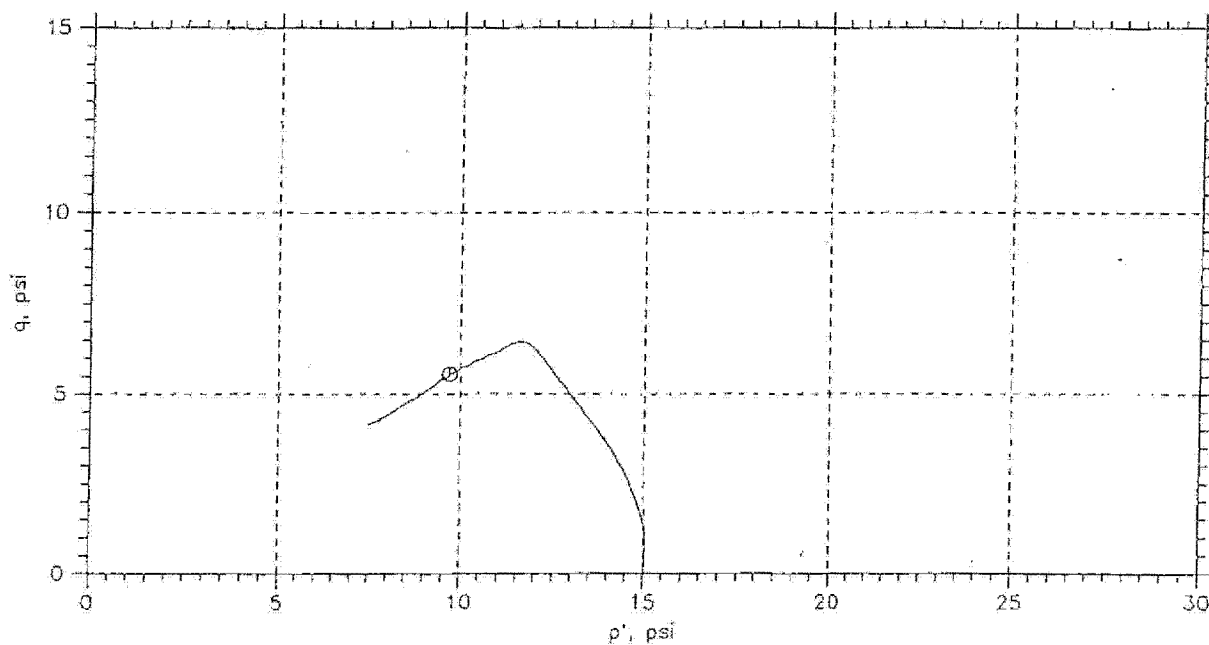
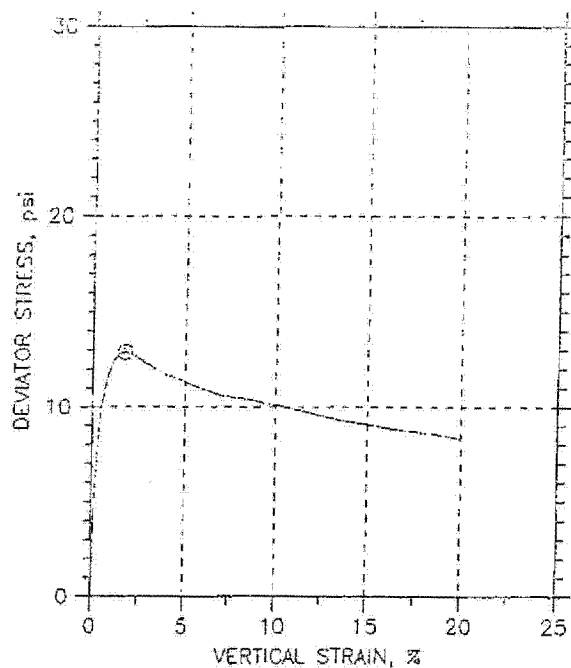
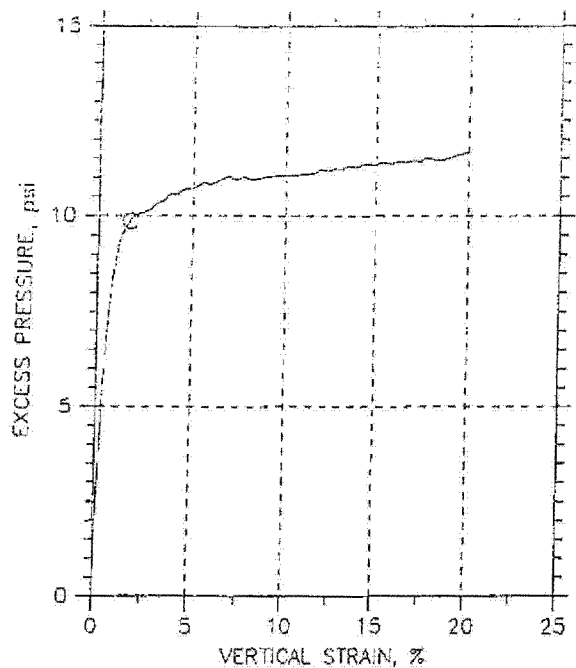
Remarks: System F

Phase calculations based on start and end of test.

* Saturation is set to 100% for phase calculations.

VIL_RESP02928

CONSOLIDATED UNDRAINED TRIAXIAL TEST by ASTM D4767

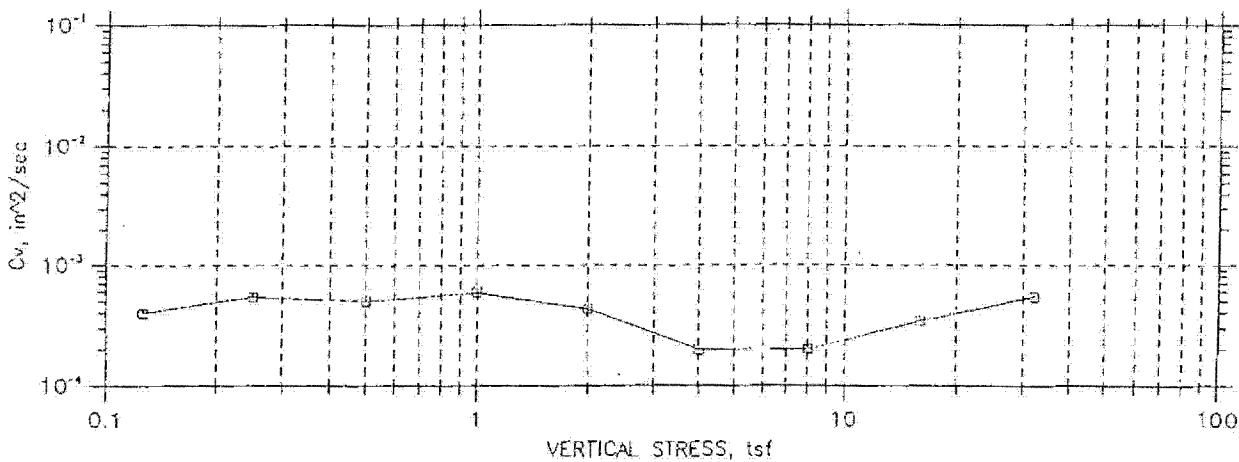
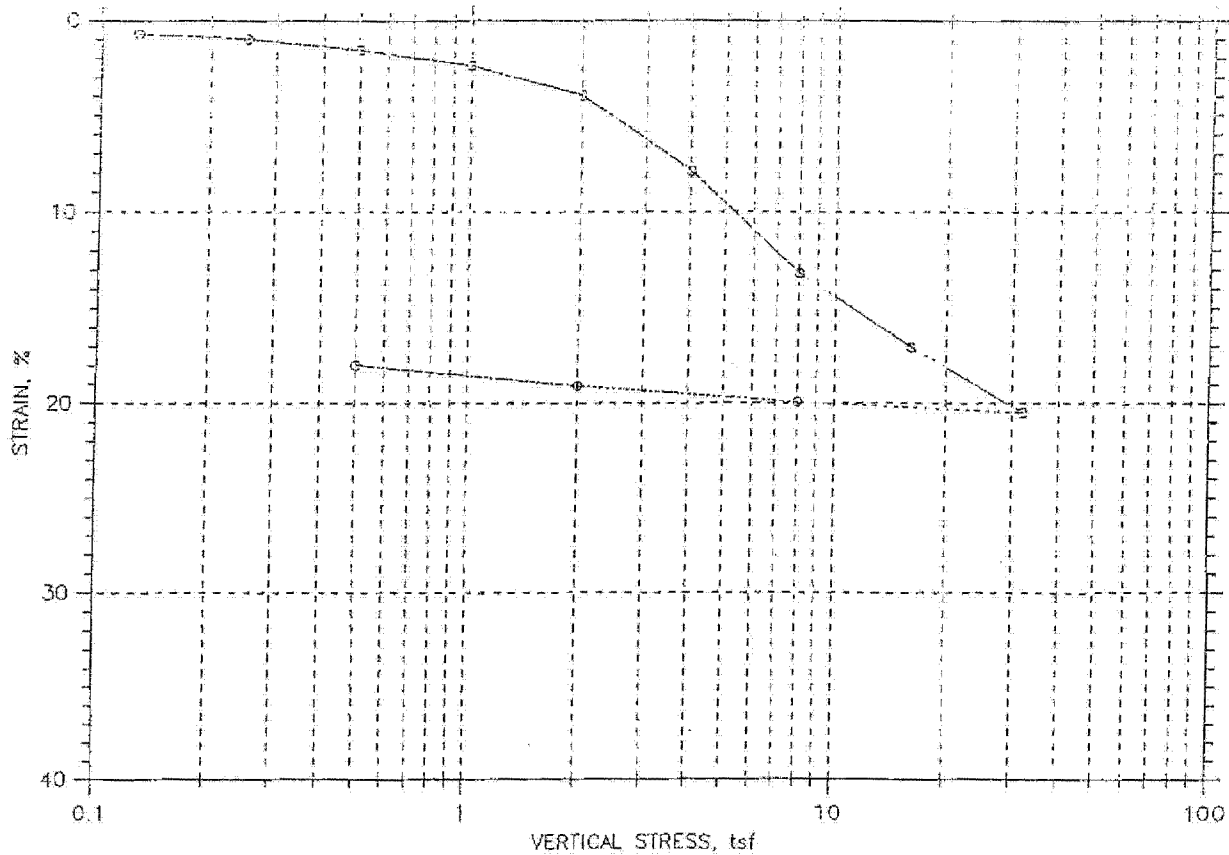


Sample No.	Test No.	Depth	Tested By	Test Date	Checked By	Check Date	Test File
① ---	CU-1-1	23-25 ft	yf	02/09/07	jdt		7278-CU1-1.dat

GeoTesting
Express

Project No. 064006	Location: Windham, ME	Project No.: GTX-7278
Boring No.: B-114	Sample Type: tube	
Description: Moist, gray clay with traces of sand		
Remarks: System F		

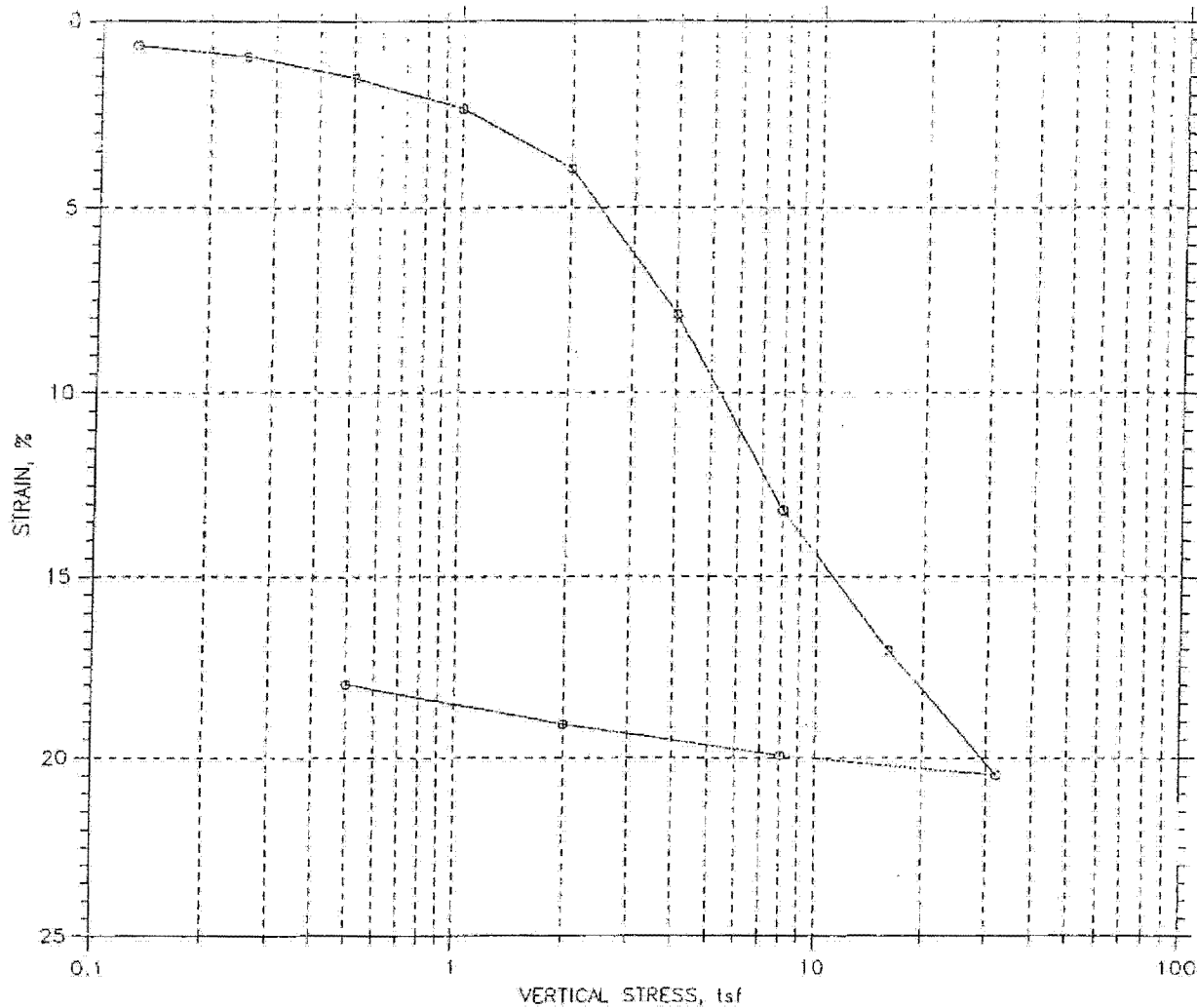
CONSOLIDATION TEST DATA SUMMARY REPORT



Project: No. 064006	Location: Windham, ME	Project No.: GTX-7278
Boring No.: B-114	Tested By: md	Checked By: jdt
Sample No.: ---	Test Date: 02/06/07	Depth: 23-25 ft
Test No.: C-1	Sample Type: Tube	Elevation: ---
Description: Moist, gray clay with traces of sand		
Remarks: System G		

GeoTesting
express

CONSOLIDATION TEST DATA SUMMARY REPORT



Before Test After Test

Overburden Pressure: ---		Water Content, %	32.16	20.20
Preconsolidation Pressure: ---		Dry Unit Weight, pcf	90.86	110.8
Compression Index: ---		Saturation, %	98.80	100.00
Diameter: 2.5 in	Height: 1 in	Void Ratio	0.90	0.56
LL: ---	PL: ---	PI: ---	GS: 2.77	

GeoTesting express <small>an American Consulting Engineers Council Company</small>	Project No.: 064006	Location: Windham, ME	Project No.: GTX-7278
	Boring No.: B-114	Tested By: md	Checked By: jdt
	Sample No.: ---	Test Date: 02/06/07	Depth: 23-25 ft
	Test No.: C-1	Sample Type: Tube	Elevation: ---
	Description: Moist, gray clay with traces of sand		
	Remarks: System G		

VIL_RESP02931

GeoTesting express

CONSOLIDATION TEST DATA

Project No.: 064006
 Boring No.: 3-114
 Sample No.: ---
 No.: C-1

Location: Windham, ME
 Tested By: ml
 Test Date: 03/06/07
 Sample Type: Tube

Project No.: GTX-7273
 Checked By: jdc
 Depth: 23-24 ft
 Elevation: ---

Description: Moist, gray clay with traces of sand
 Remarks: System G

Estimated Specific Gravity: 2.72
 Initial Void Ratio: 0.90
 Final Void Ratio: 0.56

Liquid Limit: ---
 Plastic Limit: ---
 Plasticity Index: ---

Initial Height: 1.00 in
 Specimen Diameter: 2.50 in

Container ID	Before Consolidation		After Consolidation	
	Trimmings	Specimen-Ring	Specimen-Ring	Trimmings
	Horn Frogs	RING		
Wt. Container + Wet Soil, gm	297.48	371.13	357.13	143.78
Wt. Container + Dry Soil, gm	217.65	333.48	333.48	125.16
Wt. Container, gm	8.04	216.41	216.41	8.24
Wt. Dry Soil, gm	209.61	117.07	117.07	116.92
Water Content, %	38.09	32.16	20.20	20.20
Void Ratio	---	0.90	0.56	---
Degree of Saturation, %	---	98.80	100.00	---
Dry Unit Weight, pcf	---	90.856	110.76	---

Note: Specific Gravity and Void Ratios are calculated assuming the degree of saturation equals 100% at the end of the test. Therefore, values may not represent actual values for the specimen.

CONSOLIDATION TEST DATA

Project No.: 054326
Spring No.: 3-114
Site No.: ---
Core: C-1

Location: Windham, ME
Tested By: md
Test Date: 01/06/07
Sample Type: Tube

Project No.: GIX-7173
Checked By: jdt
Depth: 21-25 ft
Elevation: ---

Soil Description: Moist, gray clay with traces of sand
Remarks: System G

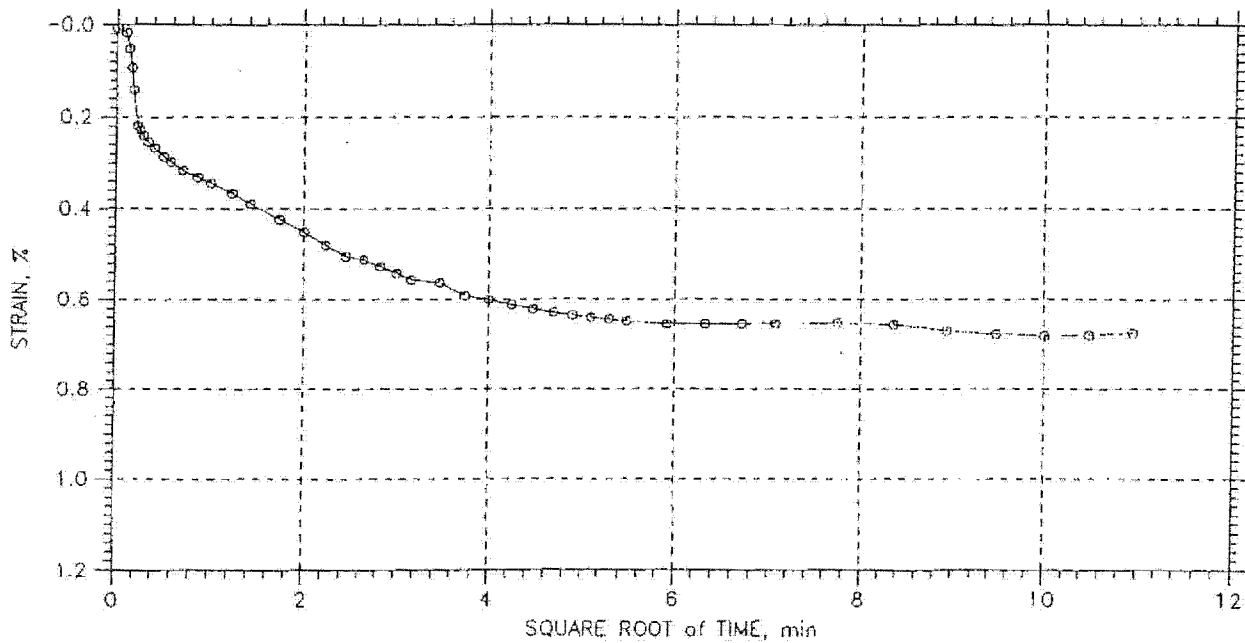
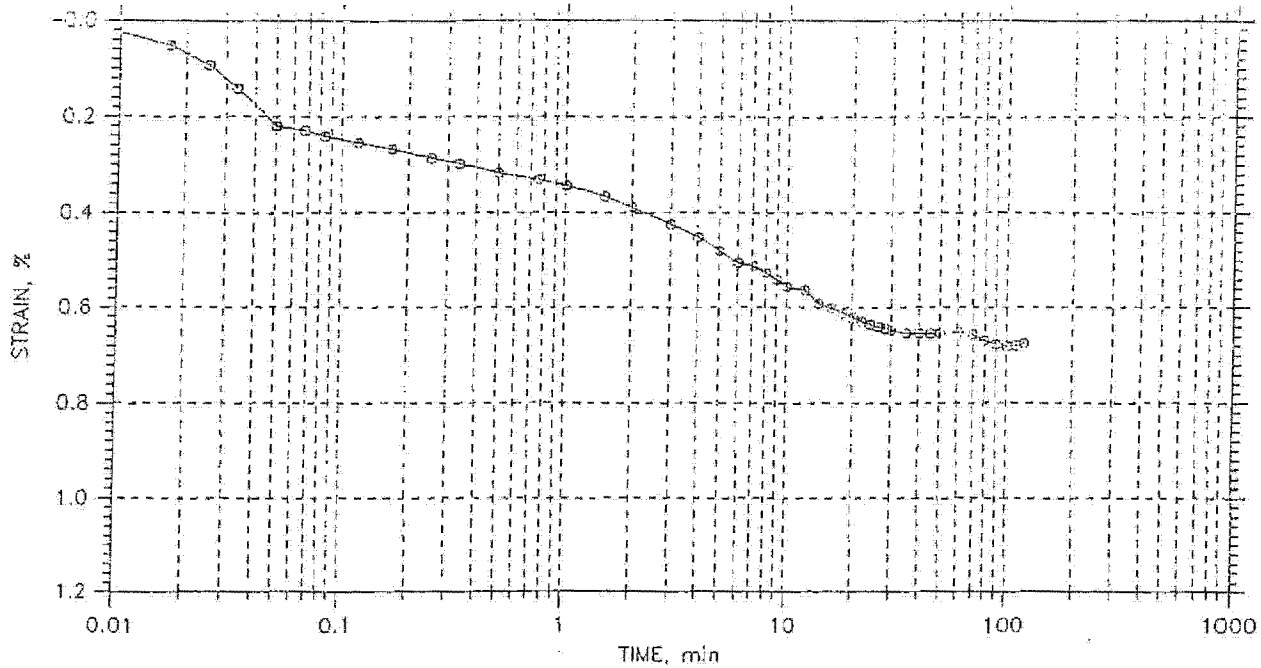
	Applied Stress tsf	Final Displacement in	Void Ratio	Strain at End %	TSO Flooding		Coefficient of Consolidation		
					Sq. Rt. min	Log min	Sq. Rt. in ² /sec	Log in ² /sec	Ave. in ² /sec
1	0.125	0.006742	0.887	0.67	2.0	0.0	4.01e-004	0.00e-000	4.01e-004
2	0.25	0.00954	0.832	0.96	1.4	1.6	5.94e-004	5.01e-004	5.44e-004
3	0.5	0.0154	0.871	1.54	1.5	1.7	5.13e-004	4.85e-004	5.01e-004
4	1	0.02262	0.855	2.36	1.1	1.8	7.14e-004	5.09e-004	5.94e-004
5	2	0.03952	0.825	3.93	1.8	1.8	4.38e-004	4.22e-004	4.30e-004
6	4	0.07839	0.750	7.89	3.6	3.7	2.03e-004	1.95e-004	1.99e-004
7	8	0.1318	0.650	13.18	1.2	3.4	2.07e-004	1.96e-004	2.01e-004
8	16	0.1703	0.577	17.03	1.4	2.0	4.25e-004	2.91e-004	3.45e-004
9	32	0.2048	0.511	20.48	0.9	1.1	6.02e-004	4.96e-004	5.44e-004
10	8	0.1994	0.521	19.94	0.0	0.0	6.63e-002	0.00e+000	6.63e-002
11	2	0.1909	0.538	19.09	0.4	0.0	1.20e-003	0.00e+000	1.20e-003
12	0.5	0.1797	0.559	17.97	3.5	3.9	1.57e-004	1.39e-004	1.47e-004

CONSOLIDATION TEST DATA

TIME CURVES

Constant Load Step: 1 of 12

Stress: 0.125 tsf



Project: No. 064006	Location: Windham, ME	Project No.: GTX-7278
Boring No.: B-114	Tested By: md	Checked By: jdt
Sample No.: ---	Test Date: 02/06/07	Depth: 23-25 ft
Test No.: C-1	Sample Type: Tube	Elevation: ---
Description: Moist, gray clay with traces of sand		
Remarks: System G		

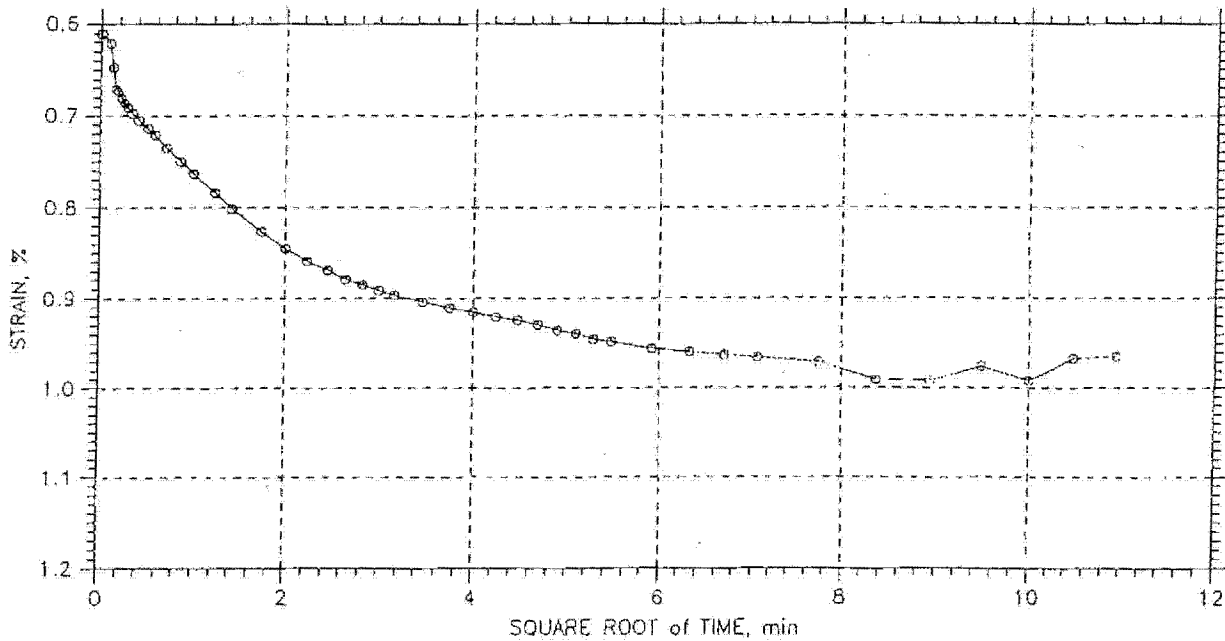
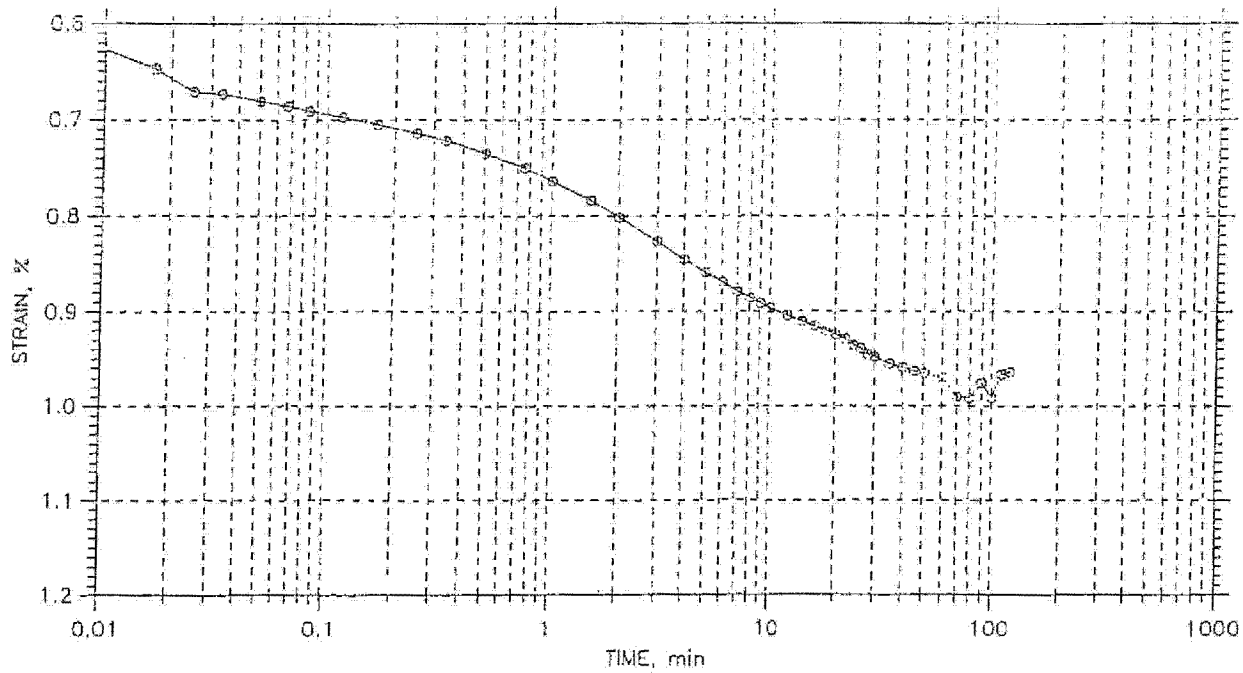
VIL_RESP02934

CONSOLIDATION TEST DATA

TIME CURVES

Constant Load Step: 2 of 12

Stress: 0.25 tsf



GeoTesting express	Project: No. 064006	Location: Windham, ME	Project No.: GTX-7278
	Boring No.: B-114	Tested By: md	Checked By: jdl
	Sample No.: ---	Test Date: 02/06/07	Depth: 23-25 ft
	Test No.: C-1	Sample Type: Tube	Elevation: ---
	Description: Moist, gray clay with traces of sand		
	Remarks: System G		

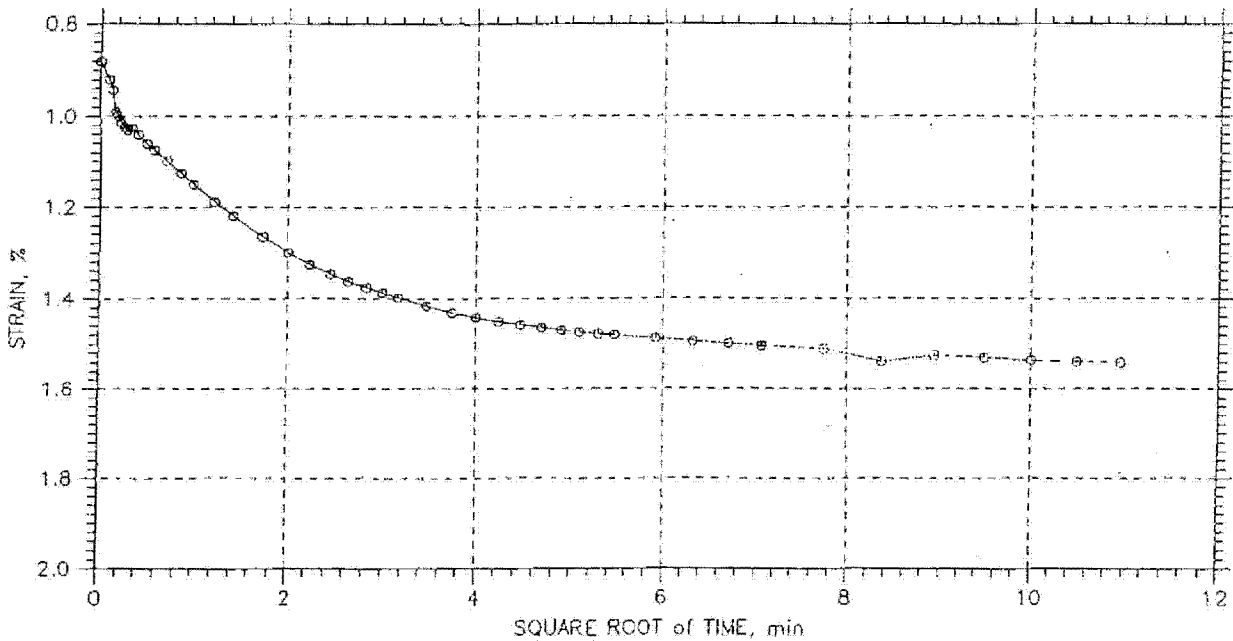
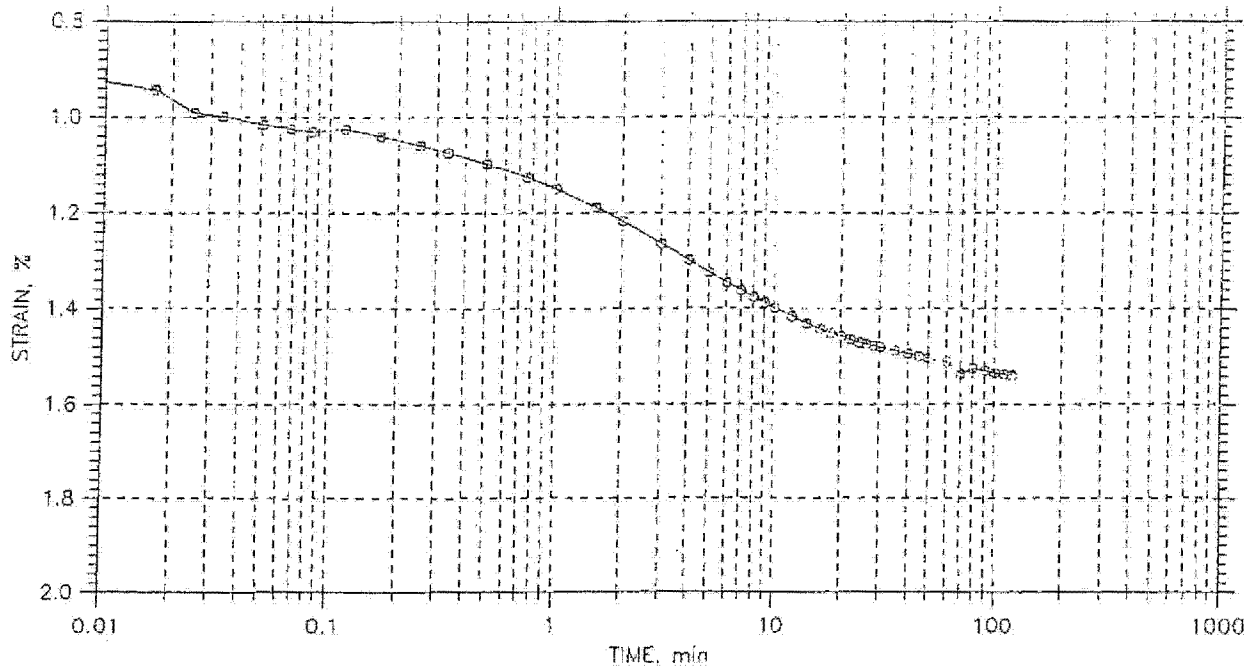
VIL_RESP02935

CONSOLIDATION TEST DATA

TIME CURVES

Constant Load Step: 3 of 12

Stress: 0.5 tsf



Project: No. 064006	Location: Windham, ME	Project No.: GTX-7278
Boring No.: B-114	Tested By: md	Checked By: jdl
Sample No.: ---	Test Date: 02/06/07	Depth: 23-25 ft
Test No.: C-1	Sample Type: Tube	Elevation: ---
Description: Moist, gray clay with traces of sand		
Remarks: System G		

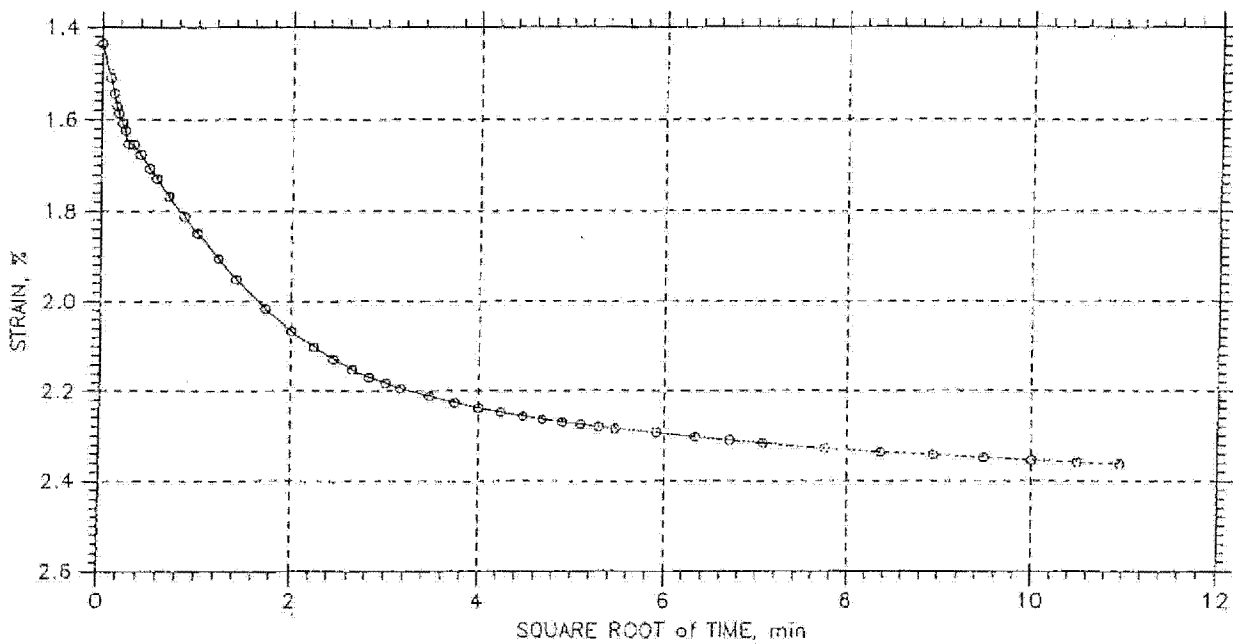
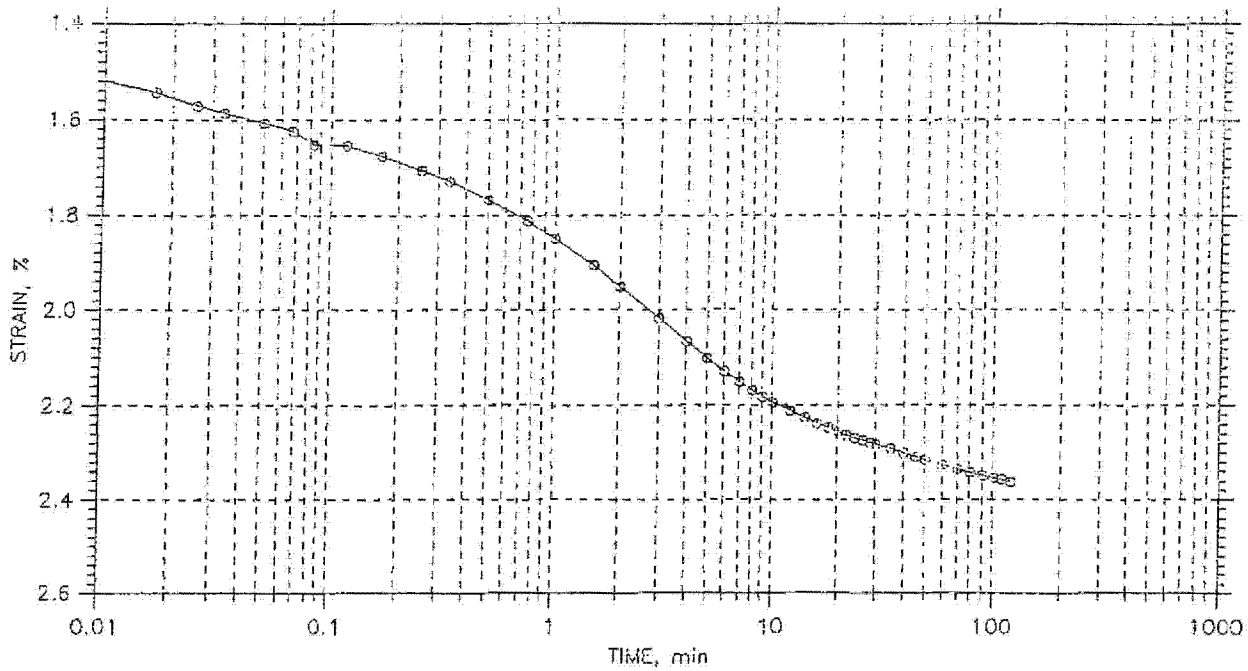
VIL_RESP02936

CONSOLIDATION TEST DATA

TIME CURVES

Constant Load Step: 4 of 12

Stress: 1. tsf



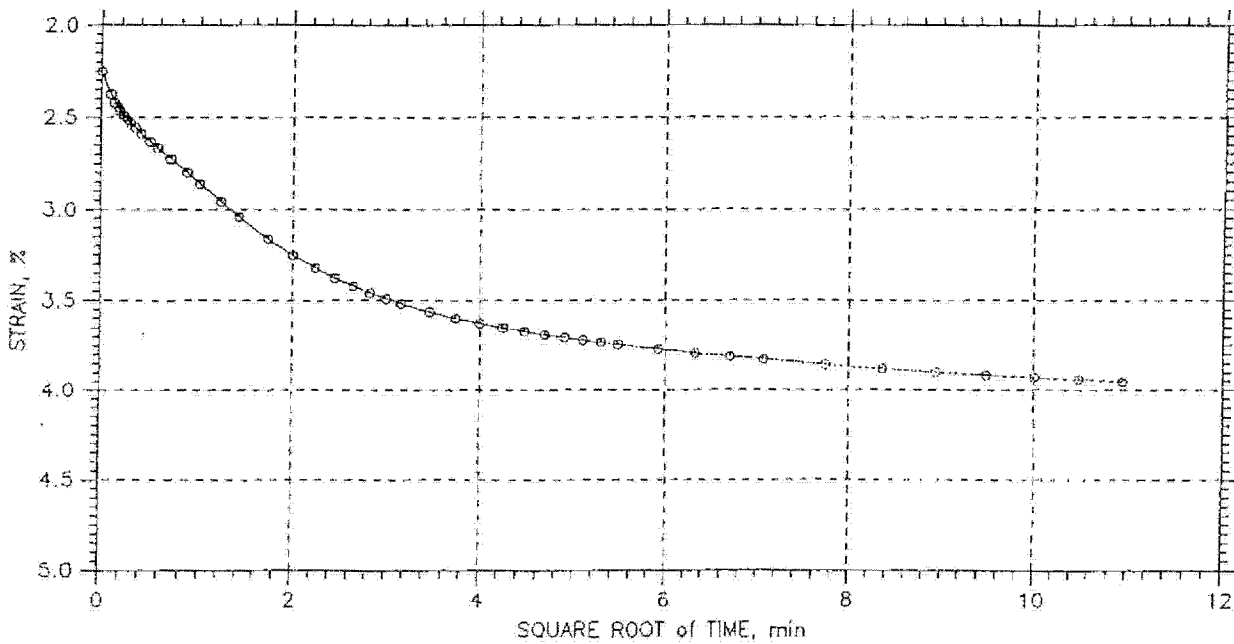
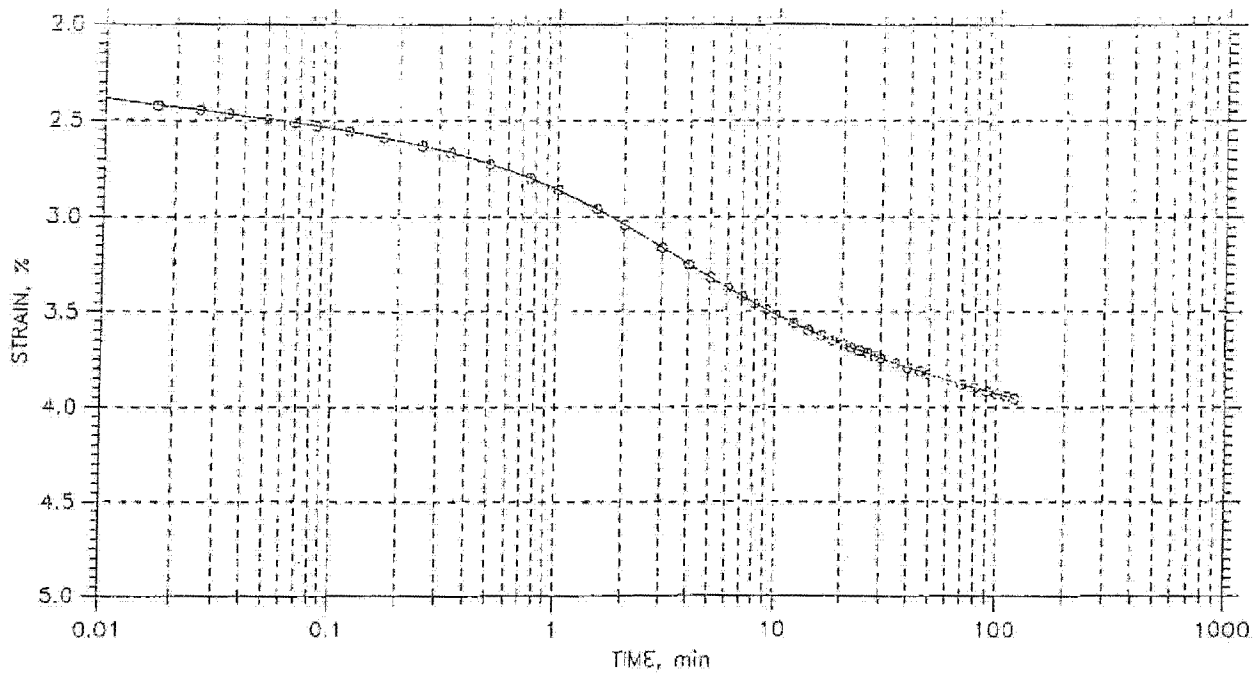
GeoTesting express	Project No.: 064006	Location: Windham, ME	Project No.: GTX-7278
	Boring No.: B-114	Tested By: md	Checked By: jdt
	Sample No.: ---	Test Date: 02/06/07	Depth: 23-25 ft
	Test No.: C-1	Sample Type: Tube	Elevation: ---
	Description: Moist, gray clay with traces of sand		
	Remarks: System G		

CONSOLIDATION TEST DATA

TIME CURVES

Constant Load Step: 5 of 12

Stress: 2. tsf



Project No.: 064006	Location: Windham, ME	Project No.: GTX-7278
Boring No.: B-114	Tested By: md	Checked By: jdt
Sample No.: ---	Test Date: 02/06/07	Depth: 23-25 ft
Test No.: C-1	Sample Type: Tube	Elevation: ---
Description: Moist, gray clay with traces of sand		
Remarks: System G		

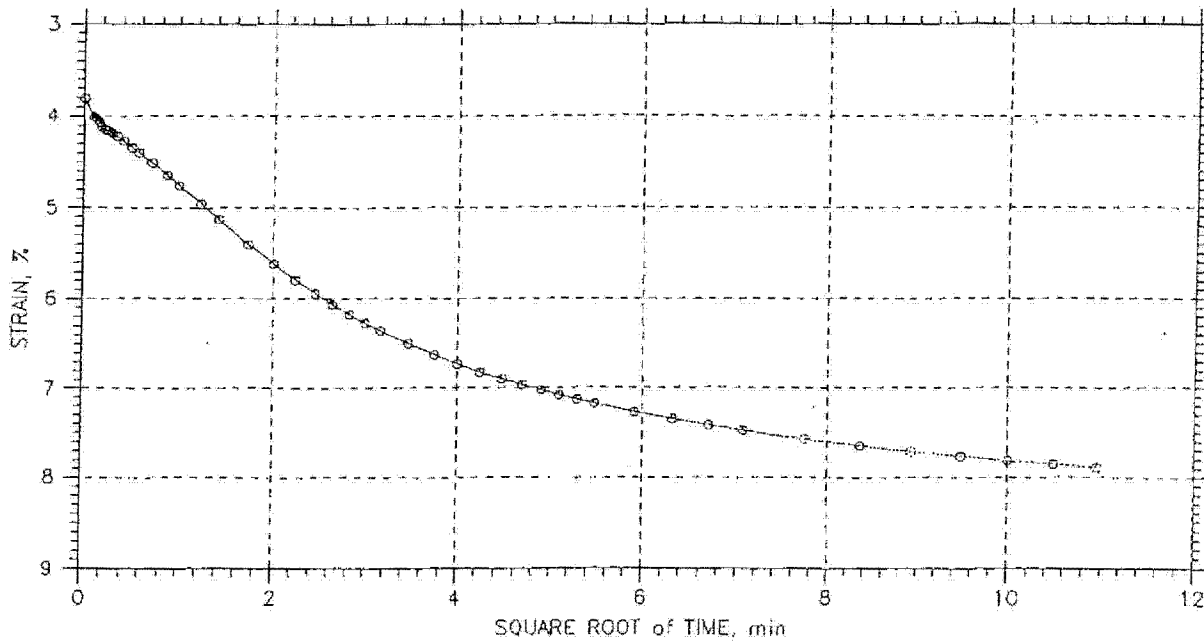
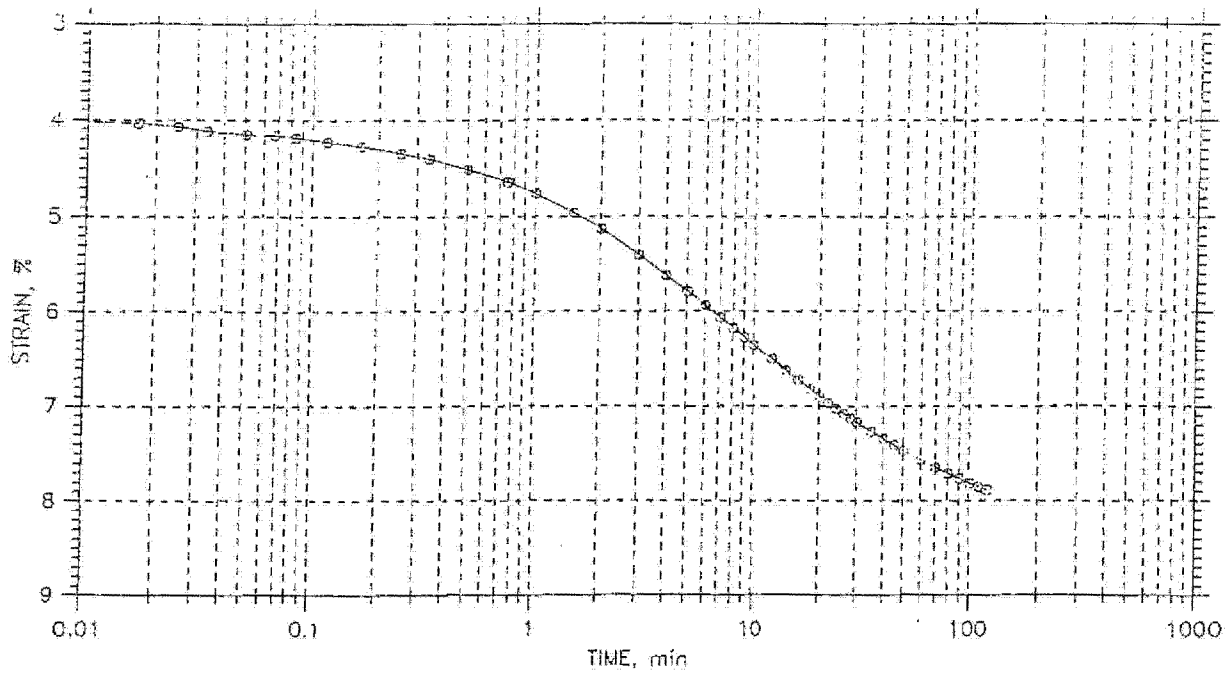
VIL_RESP02938

CONSOLIDATION TEST DATA

TIME CURVES

Constant Load Step: 6 of 12

Stress: 4. tsf



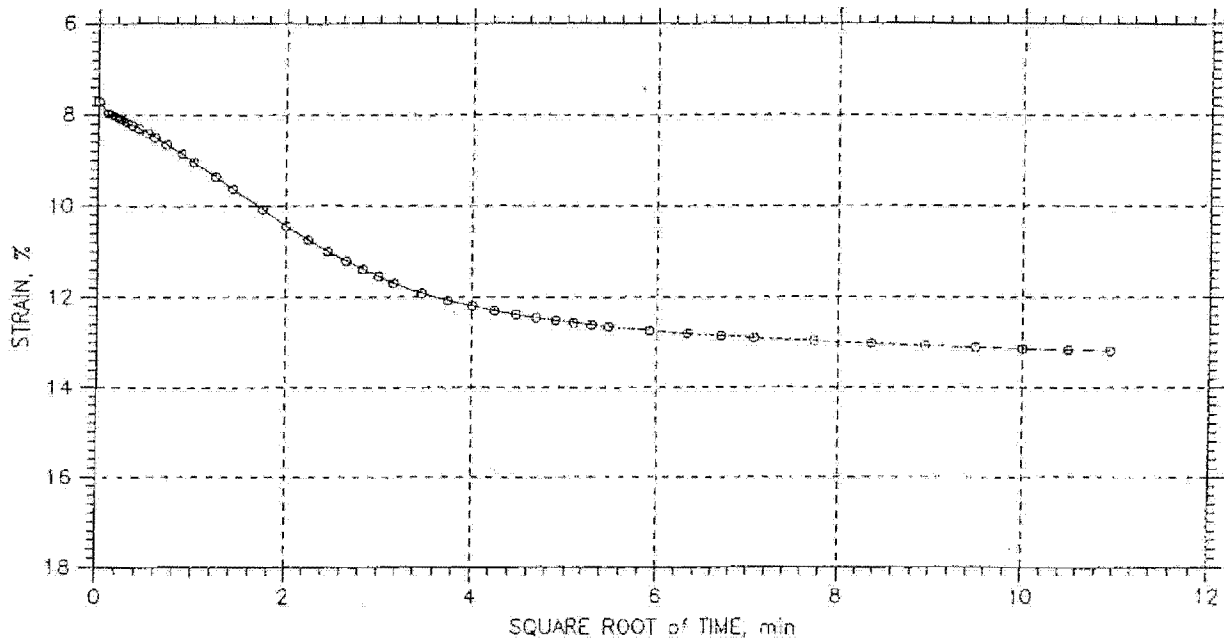
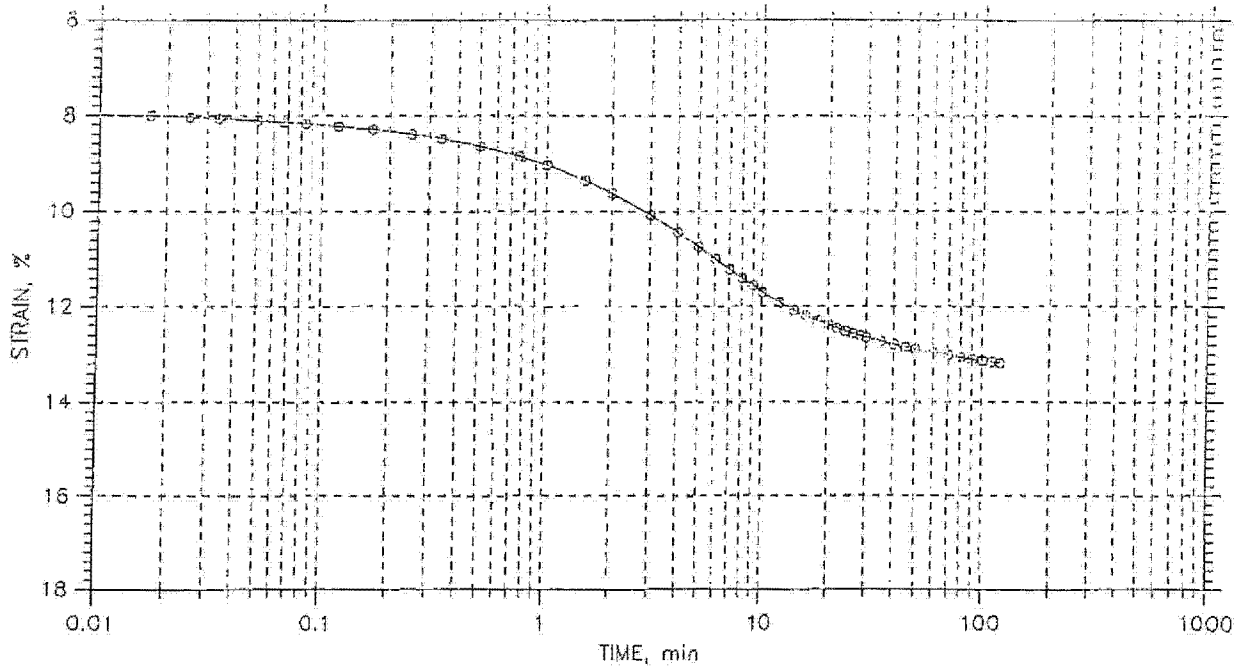
GeoTesting express	Project: No. 064006	Location: Windhorn, ME	Project No.: GTX-7278
	Boring No.: B-114	Tested By: md	Checked By: jdt
	Sample No.: ---	Test Date: 02/06/07	Depth: 23-25 ft
	Test No.: C-1	Sample Type: Tube	Elevation: ---
	Description: Moist, gray clay with traces of sand		
	Remarks: System G		

CONSOLIDATION TEST DATA

TIME CURVES

Constant Load Stage: 7 of 12

Stress: 8. tsf



Project No. 064006	Location: Windham, ME	Project No.: GTX-7278
Boring No.: B-114	Tested By: md	Checked By: jdt
Sample No.: ---	Test Date: 02/06/07	Depth: 23-25 ft
Test No.: C-1	Sample Type: Tube	Elevation: ---
Description: Moist, gray clay with traces of sand		
Remarks: System G		

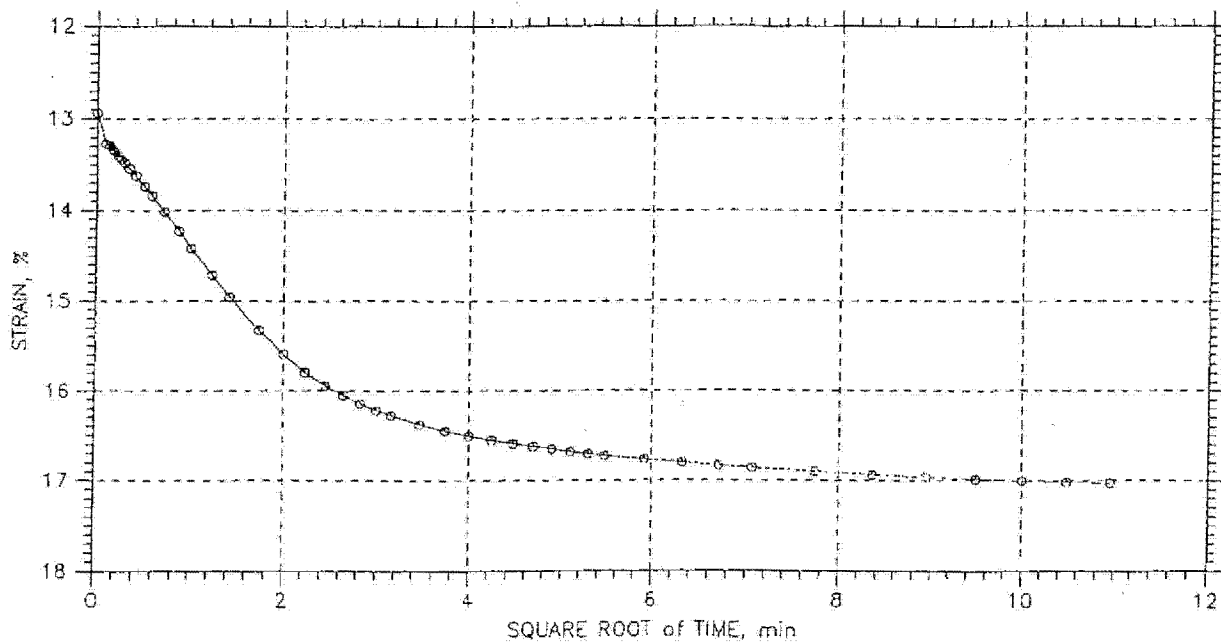
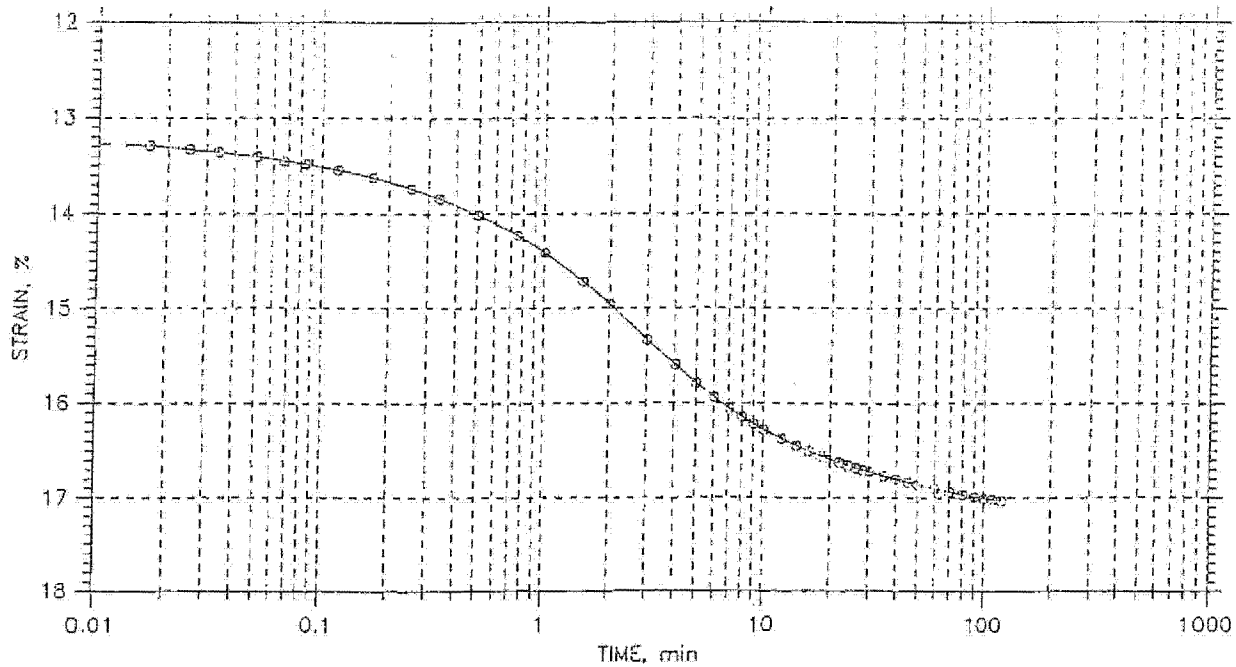
GeoTesting
express

CONSOLIDATION TEST DATA

TIME CURVES

Constant Load Stage: 8 of 12

Stress: 15, tsf



Project: No. 084006	Location: Windham, ME	Project No.: GTX-7278
Boring No.: 8-114	Tested By: md	Checked By: jdt
Sample No.: ---	Test Date: 02/06/07	Depth: 23-25 ft
Test No.: C-1	Sample Type: Tube	Elevation: ---
Description: Moist, gray clay with traces of sand		
Remarks: System G		

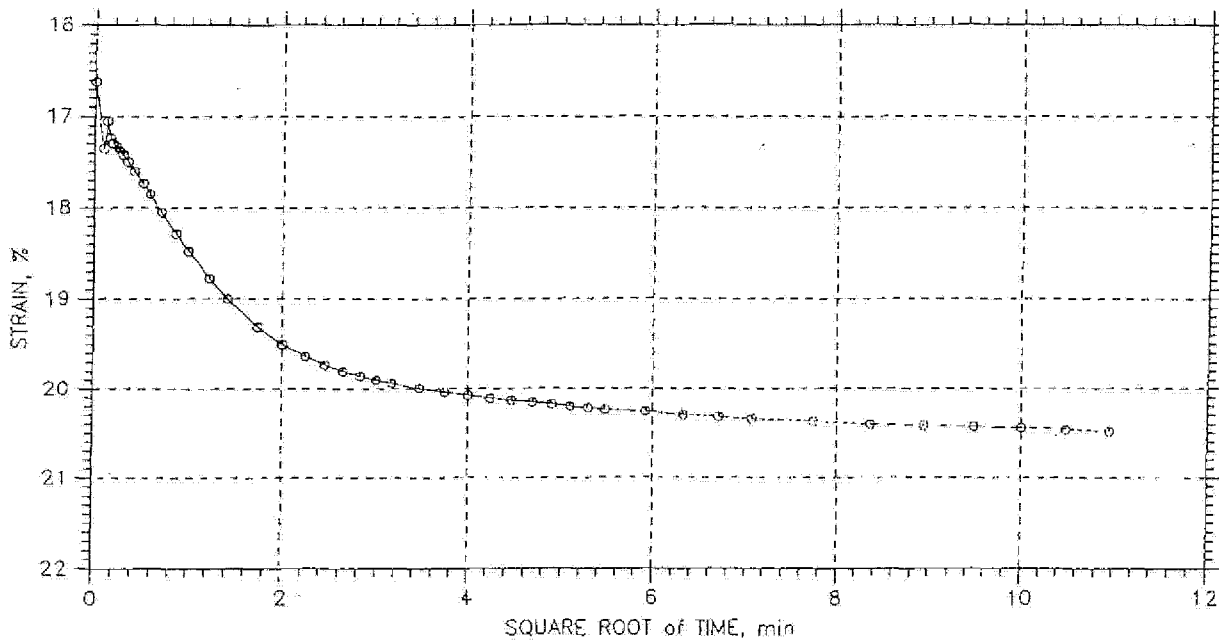
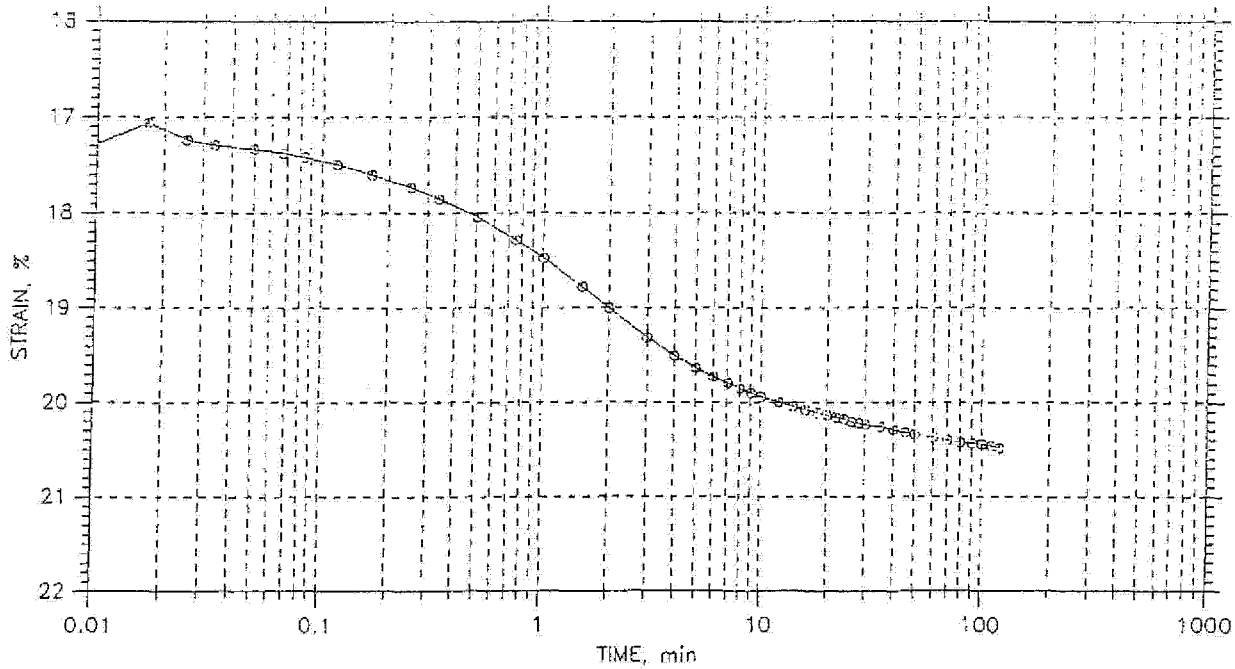
GeoTesting
express

CONSOLIDATION TEST DATA

TIME CURVES

Constant Load Step: 9 of 12

Stress: 32. tsf



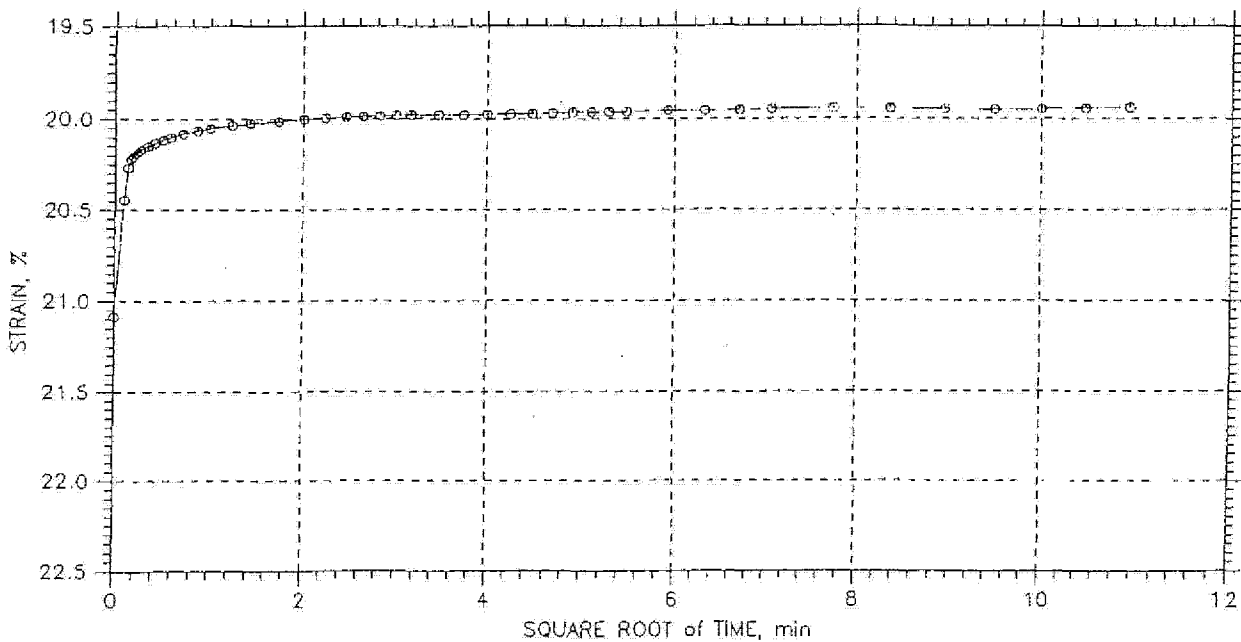
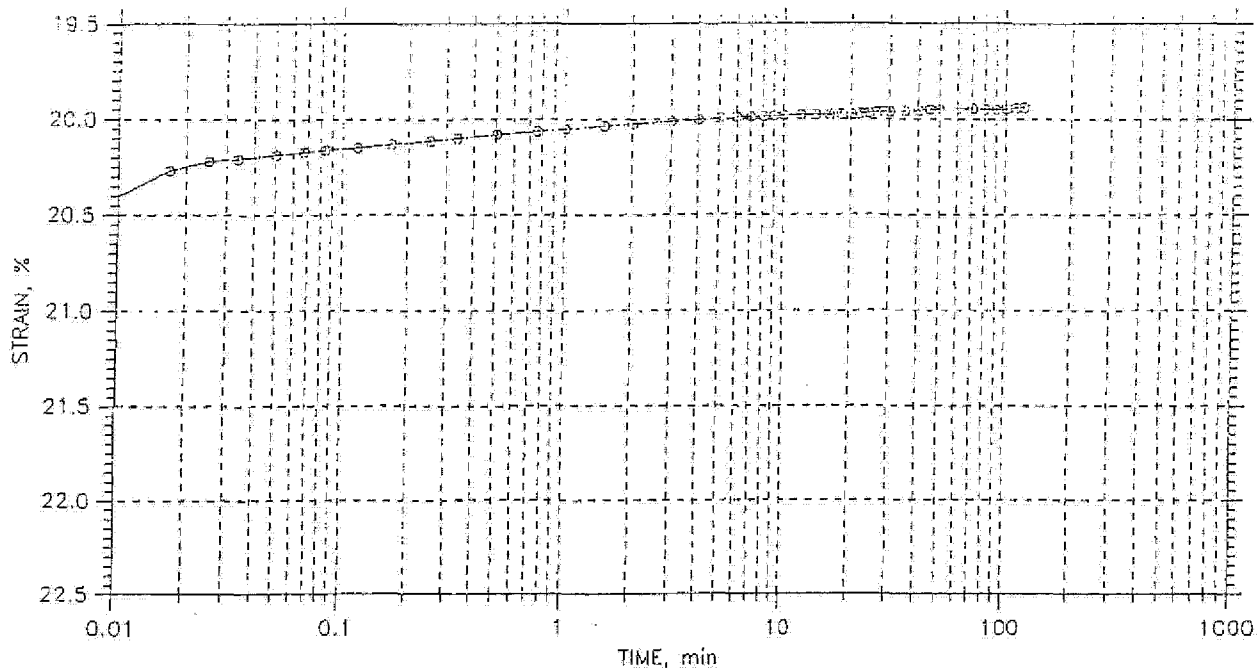
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	Boring No.: B-114	Tested By: md	Checked By: jdt
	Sample No.: ---	Test Date: 02/06/07	Depth: 23-25 ft
	Test No.: C-1	Sample Type: Tube	Elevation: ---
	Description: Moist, gray clay with traces of sand		
	Remarks: System G		

CONSOLIDATION TEST DATA

TIME CURVES

Constant Load Step: 10 of 12

Stress: 8. tsf



Project: No. 064006

Location: Windham, ME

Project No.: GTX-7278

Boring No.: B-114

Tested By: md

Checked By: jdt

Sample No.: ---

Test Date: 02/06/07

Depth: 23-25 ft

Test No.: C-1

Sample Type: Tube

Elevation: ---

Description: Moist, gray clay with traces of sand

Remarks: System G

GeoTesting
express

14-FEB-2007 13:47:06

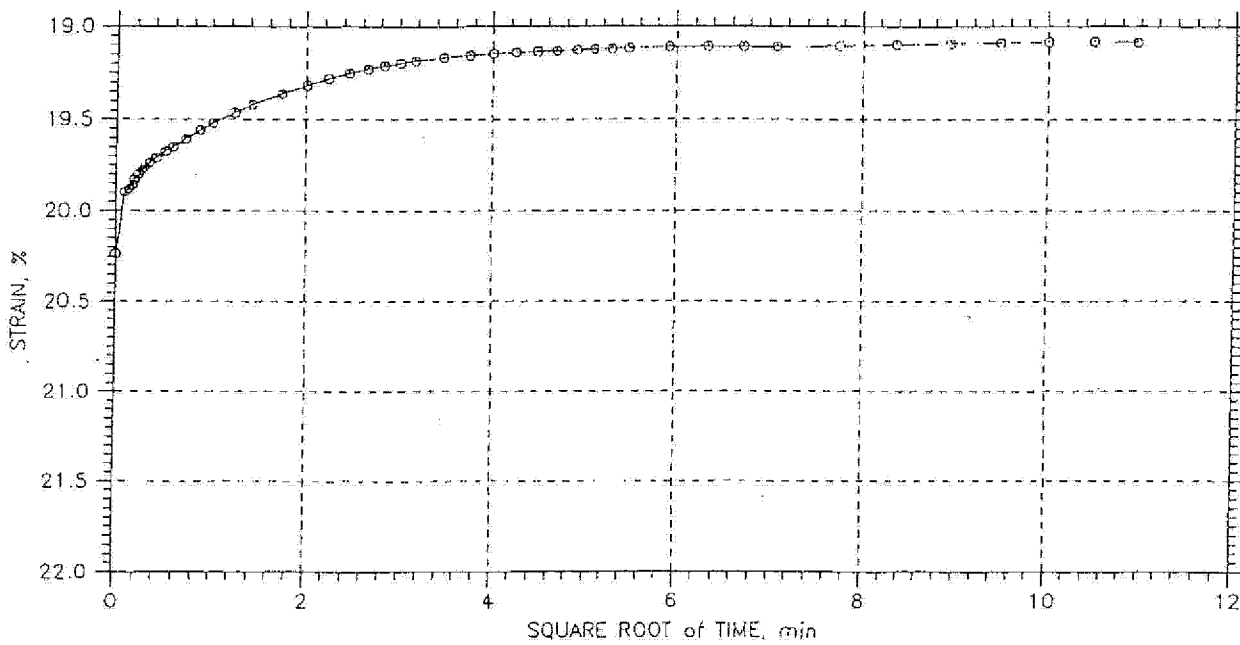
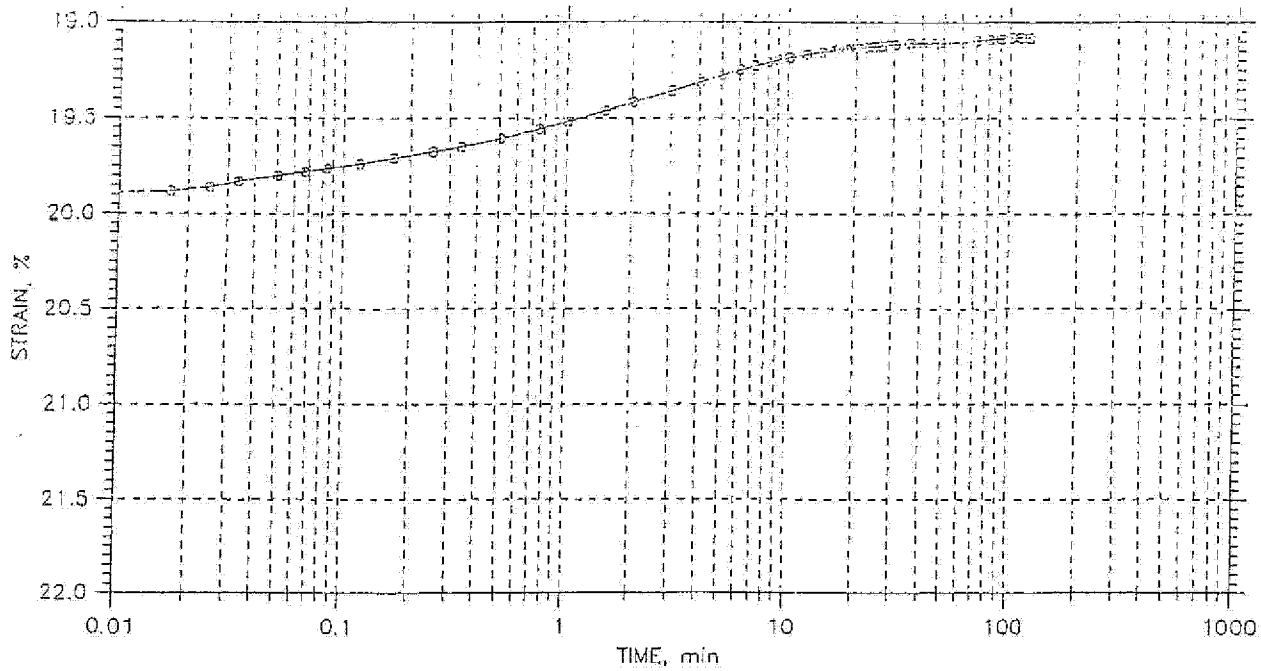
VIL_RESP02943

CONSOLIDATION TEST DATA

TIME CURVES

Constant Load Step: 11 of 12

Stress: 2. tsf



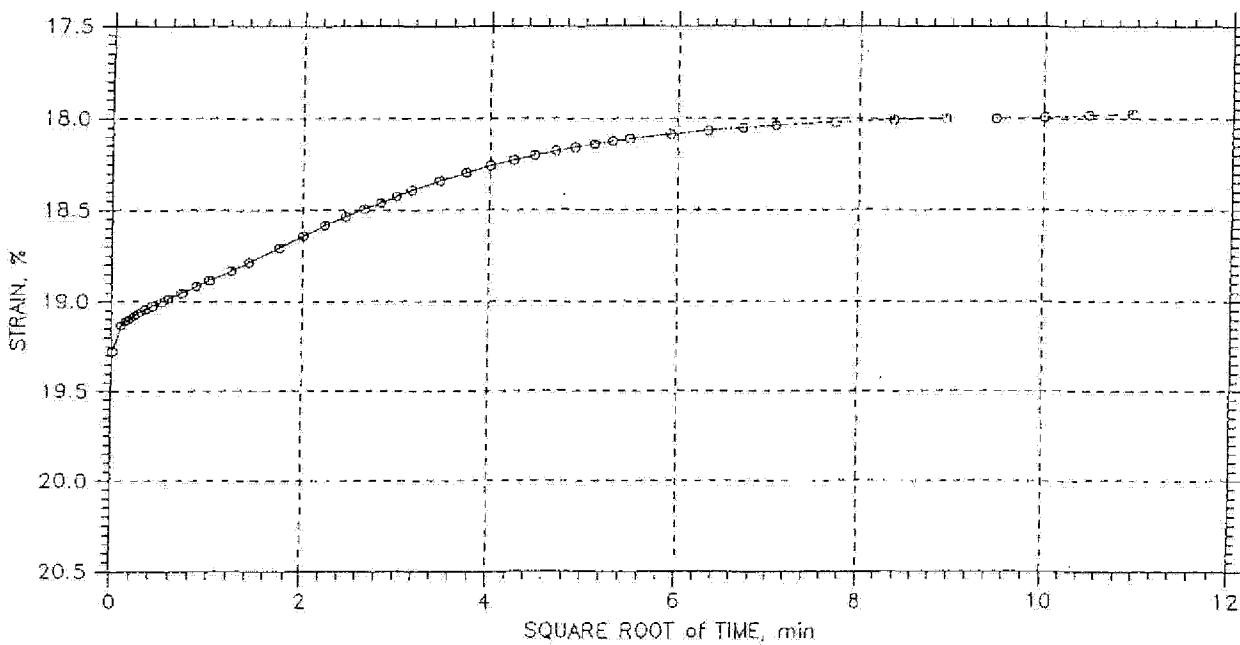
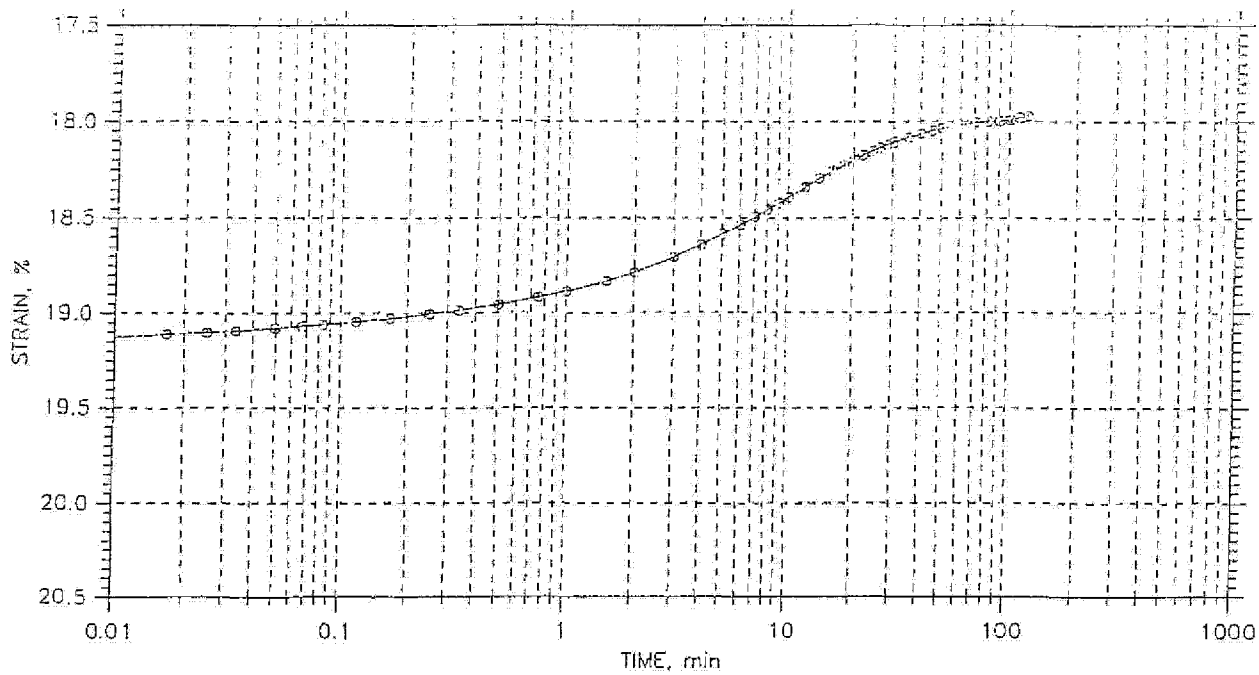
GeoTesting express	Project: No. 064006	Location: Windham, ME	Project No.: GTX-7278
	Boring No.: 8-114	Tested By: md	Checked By: jdt
	Sample No.: ---	Test Date: 02/06/07	Depth: 23-25 ft
	Test No.: C-1	Sample Type: Tube	Elevation: ---
	Description: Moist, gray clay with traces of sand		
	Remarks: System G		

CONSOLIDATION TEST DATA

TIME CURVES

Constant Load Step: 12 of 12

Stress: 0.5 tsf



Project: No. 054006

Location: Windham, ME

Project No.: GTX-7278

Boring No.: B-114

Tested By: md

Checked By: jdt

Sample No.: ---

Test Date: 02/06/07

Depth: 23-25 ft

Test No.: C-1

Sample Type: Tube

Elevation: ---

Description: Moist, gray clay with traces of sand

Remarks: System G

GeoTesting
express



#206432

\$200
1 month

VIL_RESP02946

WARRANTY and LIABILITY

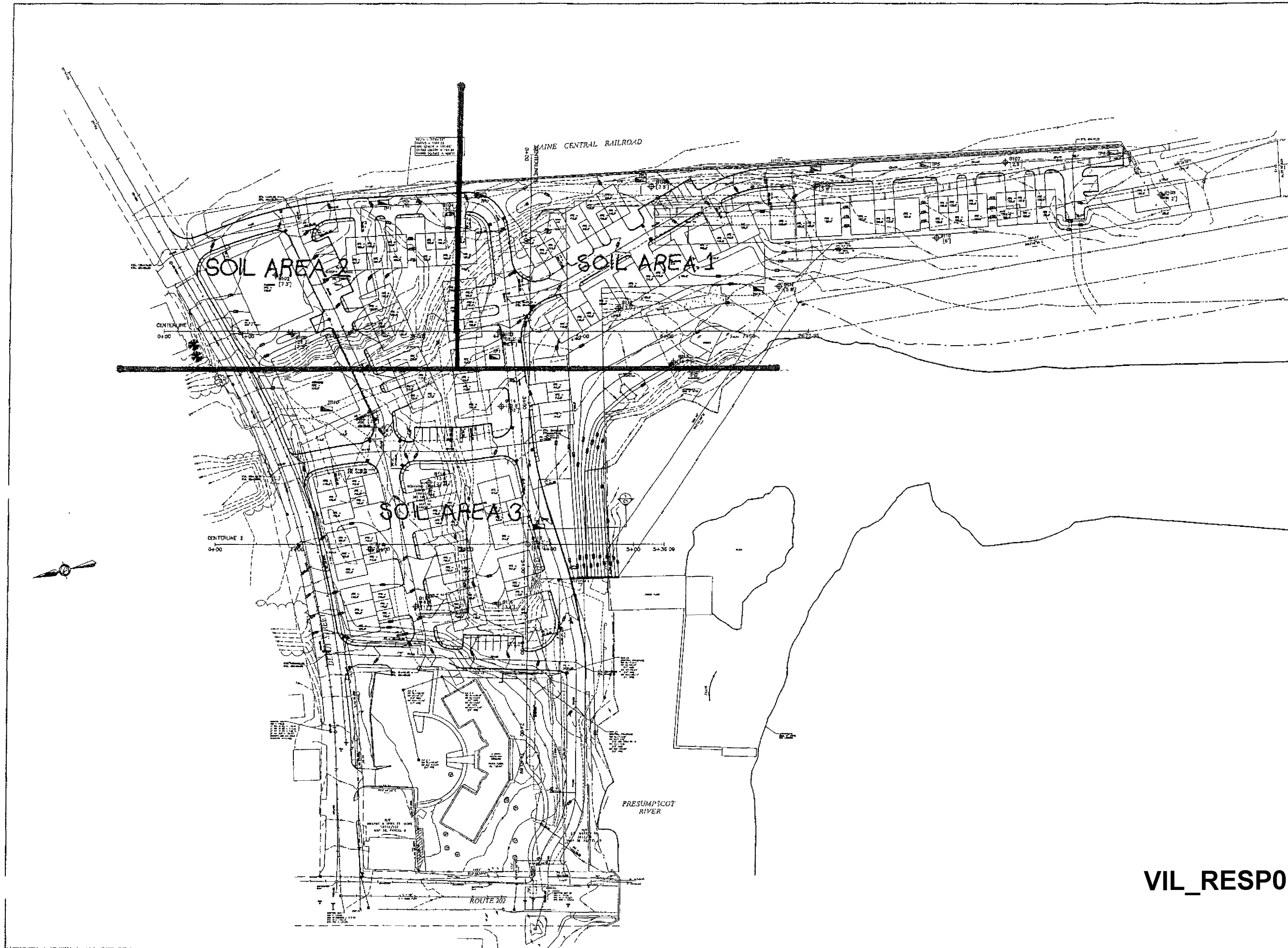
GeoTesting Express (GTX) warrants that all tests it performs are run in general accordance with the specified test procedures and accepted industry practice. GTX will correct or repeat any test that does not comply with this warranty. GTX has no specific knowledge as to conditioning, origin, sampling procedure or intended use of the material.

GTX may report engineering parameters that require us to interpret the test data. Such parameters are determined using accepted engineering procedures. However, GTX does not warrant that these parameters accurately reflect the true engineering properties of the *in situ* material. Responsibility for interpretation and use of the test data and these parameters for engineering and/or construction purposes rests solely with the user and not with GTX or any of its employees.

GTX's liability will be limited to correcting or repeating a test which fails our warranty. GTX's liability for damages to the Purchaser of testing services for any cause whatsoever shall be limited to the amount GTX received for the testing services. GTX will not be liable for any damages, or for any lost benefits or other consequential damages resulting from the use of these test results, even if GTX has been advised of the possibility of such damages. GTX will not be responsible for any liability of the Purchaser to any third party.

Commonly Used Symbols

A	pore pressure parameter for $\Delta\sigma_1 - \Delta\sigma_3$	T	temperature
B	pore pressure parameter for $\Delta\sigma_3$	t	time
CIU	isotropically consolidated undrained triaxial shear test	U, UC	unconfined compression test
CR	compression ratio for one dimensional consolidation	UU, Q	unconsolidated undrained triaxial test
C_c	coefficient of curvature, $(D_{30})^2 / (D_{10} \times D_{60})$	u_g	pore gas pressure
C_u	coefficient of uniformity, D_{60}/D_{10}	u_e	excess pore water pressure
C_c	compression index for one dimensional consolidation	u, u_w	pore water pressure
C_{α}	coefficient of secondary compression	V	total volume
c_v	coefficient of consolidation	V_g	volume of gas
c	cohesion intercept for total stresses	V_s	volume of solids
c'	cohesion intercept for effective stresses	V_v	volume of voids
D	diameter of specimen	V_w	volume of water
D_{10}	diameter at which 10% of soil is finer	V_o	initial volume
D_{15}	diameter at which 15% of soil is finer	v	velocity
D_{30}	diameter at which 30% of soil is finer	W	total weight
D_{50}	diameter at which 50% of soil is finer	W_s	weight of solids
D_{60}	diameter at which 60% of soil is finer	W_w	weight of water
D_{85}	diameter at which 85% of soil is finer	w	water content
e_{50}	displacement for 50% consolidation	w_c	water content at consolidation
e_{90}	displacement for 90% consolidation	w_f	final water content
e_{100}	displacement for 100% consolidation	w_L	liquid limit
E	Young's modulus	w_n	natural water content
e	void ratio	w_p	plastic limit
e_c	void ratio after consolidation	w_s	shrinkage limit
e_o	initial void ratio	w_o, w_i	initial water content
G	shear modulus	α	slope of q_r versus p_r
G_s	specific gravity of soil particles	α'	slope of q_r versus p_r'
H	height of specimen	γ	total unit weight
PI	plasticity index	γ_d	dry unit weight
i	gradient	γ_s	unit weight of solids
K_o	lateral stress ratio for one dimensional strain	γ_w	unit weight of water
k	permeability	ϵ	strain
LI	Liquidity Index	ϵ_{vol}	volume strain
m_v	coefficient of volume change	ϵ_h, ϵ_v	horizontal strain, vertical strain
n	porosity	μ	Poisson's ratio, also viscosity
PI	plasticity index	σ	normal stress
P_c	preconsolidation pressure	σ'	effective normal stress
p	$(\sigma_1 + \sigma_3) / 2, (\sigma_v + \sigma_h) / 2$	σ_c, σ'_c	consolidation stress in isotropic stress system
p'	$(\sigma'_1 + \sigma'_3) / 2, (\sigma'_v + \sigma'_h) / 2$	σ_h, σ'_h	horizontal normal stress
p'_c	p' at consolidation	σ_v, σ'_v	vertical normal stress
Q	quantity of flow	σ_1	major principal stress
q	$(\sigma_1 - \sigma_3) / 2$	σ_2	intermediate principal stress
q_r	q at failure	σ_3	minor principal stress
q_o, q_i	initial q	τ	shear stress
q_c	q at consolidation	ϕ	friction angle based on total stresses
S	degree of saturation	ϕ'	friction angle based on effective stresses
SL	shrinkage limit	ϕ'_r	residual friction angle
s_u	undrained shear strength	ϕ_{ult}	ϕ for ultimate strength
T	time factor for consolidation		



VILLAGE AT
LITTLE FALLS
13 DEPOT STREET
SOUTH WINDHAM, MAINE

Prepared for:

NORTHEAST CIVIL SOLUTIONS
151 US ROUTE 1
SCARBOROUGH, ME 04074

0 25 50 100
SCALE IN FEET
1"=50'

OAK
ENGINEERS

Bruce's Willard
Newburyport, MA 01950
Tel: (978) 463-9877
Fax: (978) 463-9866
www.oakengineers.com

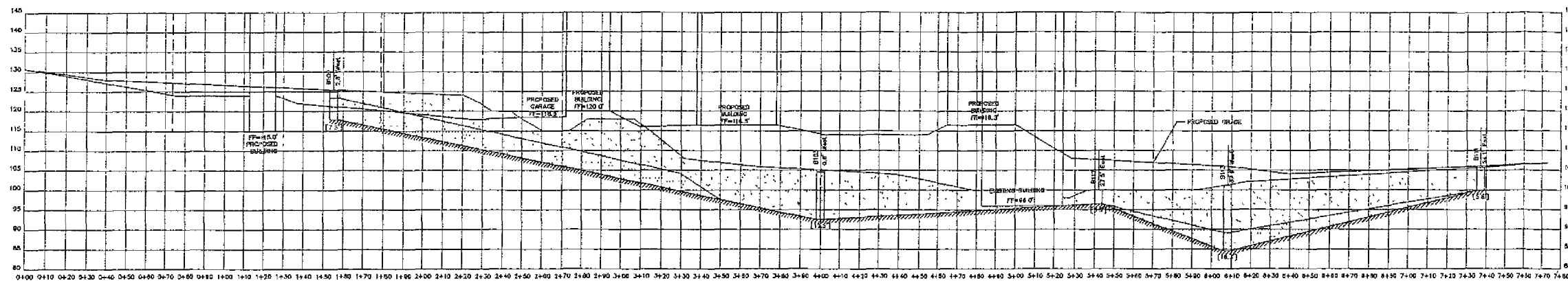
SITE PLAN

No.	Revision/Issue	Date
Design by:	DEC	PDD
Checked by:	PDD	PDD
Project:	064006	FEBRUARY 2007
Sheet:	C1	

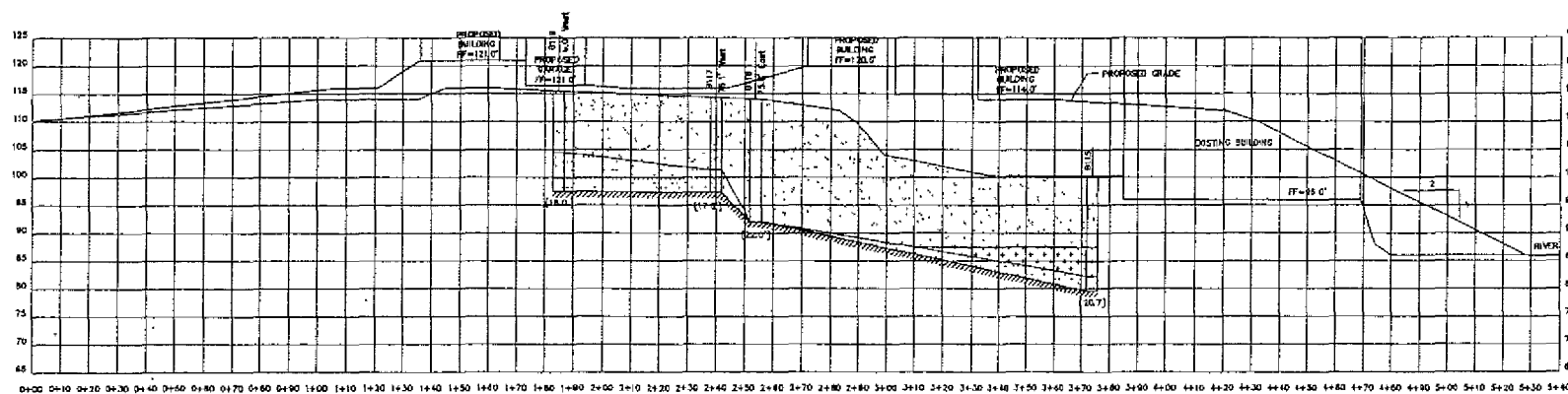
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VILLAGE AT
LITTLE FALLS
13 DEPOT STREET
SOUTH WINDHAM, MAINE

NORTHEAST CIVIL SOLUTIONS
153 US ROUTE 1
SCARBOROUGH, ME 04074



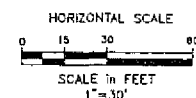
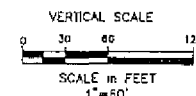
PROFILE 1



PROFILE 2

LEGEND

- APPARENT BEDROCK
- SILTY SAND/FILL
- CLAY/SILT
- ORGANICS

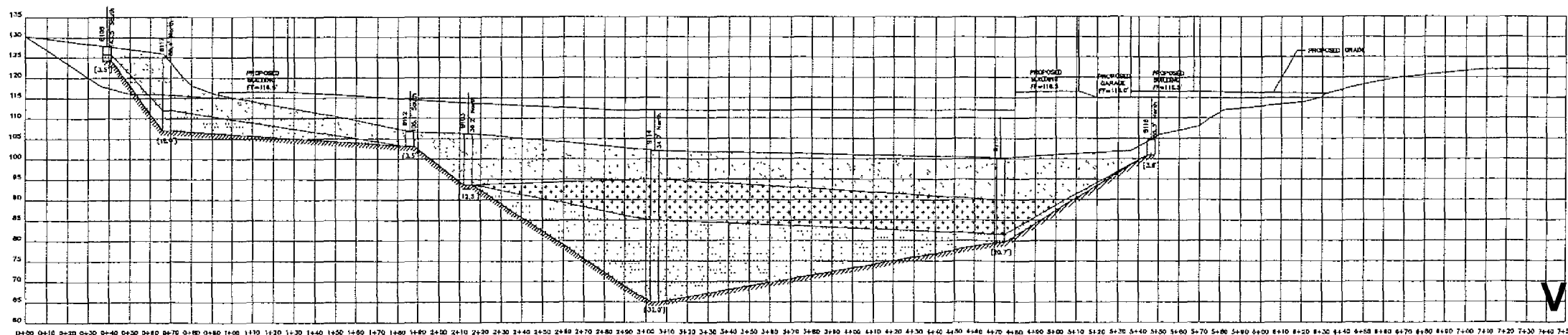


OAK
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Fax: (978) 465-2186
www.oakengineers.com

APPARENT
SUBSURFACE
PROFILES

No.	Revision/Issue	Date
Design by:	DES	PDD
Drawn by:	DES	PDD
Project:	064006	DATE:
Sheet:		FEBRUARY 2007

C2



PROFILE 3

VIL_RESP02949

EXHIBIT 2

COVENANTS & EASEMENTS

Attached, please find a description of the existing covenants, easements and burdens to the property. These easements are also shown on Sheet 3 of the attached plan set.

EASEMENT

KNOW ALL PERSONS BY THESE PRESENTS, THAT SOUTH WINDHAM HOUSING CORPORATION, a Maine non-profit corporation with a place of business in Portland, Maine ("Owner") for consideration paid, hereby grants to **S. D. WARREN COMPANY**, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, having corporate offices in the City of Boston, County of Suffolk and Commonwealth of Massachusetts ("Grantee"), a perpetual easement for the purposes described below, to benefit and run with the land of the Grantee as described in a deed recorded in Book 3612 at Page 25 and all land of the Grantee contiguous therewith, on and over property of Owner's in the Town of Windham, Cumberland County, Maine, bounded and described as follows:

A certain lot or parcel of land located on the easterly side of Route 202 in the Town of Windham, County of Cumberland, State of Maine, being more particularly bounded and described as follows:

STARTING at a #5 rebar with plastic cap stamped "NCS PLS 1314" at the southwesterly corner of lands N/F of Village at Little Falls, LLC, as recorded in Deed Book 23312, Page 286, Cumberland County Registry of Deeds (CCRD) and being the southeasterly corner of lands N/F of South Windham Housing Corporation as recorded in Deed Book 23312, Page 291, CCRD. Said rebar also being on the northerly line of lands N/F of S.D. Warren Co. as recorded in Deed Book 3612, Page 25, CCRD;

THENCE N 77°33'00" W along the northerly line of said S.D. Warren Co. land and the southerly line of said South Windham Housing Corporation land a distance of 155.64 feet to a point and being the TRUE POINT OF BEGINNING;

THENCE N 56°41'38" W through said South Windham Housing Co. land a distance of 37.61 feet to a point;

THENCE N 34°38'52" W through said South Windham Housing Co. land a distance of 48.07 feet to a point. Said point being on the easterly right-of-way line of Route 202 as described in a taking from Lumas, Inc. to MDOT as recorded in Deed Book 20705, Page 301 CCRD;

THENCE S 13°56'30" W along the easterly line of said MDOT/Route 202 land a distance of 46.13 feet to a point. Said point being on the northerly line of said lands of S.D. Warren Co.;

THENCE S 77°33'00" E along the northerly line of said S.D. Warren Co. land a distance of 71.56 feet to the POINT OF BEGINNING.

The above described easement contains 1311 square feet (0.03 acres) more or less, and the uses of the easement described below may be exercised on all or any portion of the easement area.

The above described easement is a portion of the land conveyed from Lumas, Inc. to South Windham Housing Corporation in a deed dated October 25, 2005 recorded in the Cumberland County Registry of Deeds in Book 23312, Page 291.

The easement granted herein is for ingress and egress by foot, vehicles and machinery, and for the installation, maintenance, repair and replacement of utility lines, and for the surfacing, re-surfacing, repair and maintenance of any traveled way or ways in the easement area. Subject to the indemnity in favor of Owner set forth below, Owner covenants and agrees to maintain the traveled way or ways in sufficiently passable condition to allow Grantee convenient and ready access to its property with the vehicles and equipment customarily used in the conduct of its business, except for plowing of snow for which Grantee shall be responsible, and subject to the terms and conditions below. Should Owner fail to maintain the way within the easement area as aforesaid, then Grantee may, after written notice to Owner and Owner's failure to perform the required surfacing, resurfacing, maintenance or repair within 30 days, may perform such work, in which case Owner shall reimburse Grantee for the reasonable costs of such work within thirty days of receipt of Grantee's invoice for such work.

SUBJECT to an easement granted by South Windham Housing Corporation to the Portland Water District on even or near date herewith. By acceptance of this Easement, Grantee agrees that it will exercise its rights hereunder in such a manner as to not interfere with the proper exercise by the Portland Water District of its rights under said easement, and shall not exercise its rights hereunder in such a manner as to interfere with the Portland Water District's ability to comply with any restrictions or conditions imposed upon its exercise of its rights under said easement. Owner shall have no responsibility to plow the easement area.

Owner and Grantee shall indemnify, defend and hold harmless the other from and against all loss, cost or damage incurred by the indemnified party as a result of the activities of the indemnifying party, its contractors and agents, in the easement area or as a result of any claims by third parties against the indemnified party if said third parties are on the land or are affected by activities taking place on the land as a result of the exercise of the rights described herein by the indemnifying party.

Owner shall have no obligation to perform maintenance on such traveled way or ways as a result of any damage caused to the same by Grantee, Portland Water District or their respective employees, contractors or agents.

This easement is signed as a document under seal.

Dated: February ____, 2007

SOUTH WINDHAM HOUSING CORPORATION

By: _____
Dana Totman, President

STATE OF MAINE
COUNTY OF CUMBERLAND

_____, 2007

PERSONALLY APPEARED before me the above-named Dana Totman, President of South Windham Housing Corporation, as aforesaid, and acknowledged the foregoing instrument to be his free act and deed in his said capacity and the free act and deed of said South Windham Housing Corporation.

Notary Public/Attorney at Law

Print Name

SWHC to SDW 2 21 07 FINAL.doc
2/27/2007

EASEMENT

KNOW ALL PERSONS BY THESE PRESENTS, THAT S. D. WARREN COMPANY, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, having corporate offices in the City of Boston, County of Suffolk and Commonwealth of Massachusetts ("Owner"), for consideration paid, hereby grants to **SOUTH WINDHAM HOUSING CORPORATION**, a Maine non-profit corporation with a place of business in Portland, Maine ("Grantee"), a perpetual easement for the purposes described below, on and over property of Owner's in the Town of Windham, Cumberland County, Maine, bounded and described as follows:

A certain lot or parcel of land located on the easterly side of Route 202 in the Town of Windham, County of Cumberland, State of Maine, being more particularly bounded and described as follows:

BEGINNING at a #5 rebar with plastic cap stamped "NCS PLS 1314" at the southwesterly corner of lands now or formerly of Village at Little Falls, LLC, as recorded in Deed Book 23312, Page 286, Cumberland County Registry of Deeds (CCRD) and being the southeasterly corner of lands now or formerly of South Windham Housing Corporation as recorded in Deed Book 23312, Page 291, CCRD. Said rebar also being on the northerly line of lands now or formerly of S.D. Warren Co. as recorded in Deed Book 3612, Page 25, CCRD;

THENCE S 77°33'00" E along a northerly line of said S.D. Warren Co. land and the southerly line of said Village at Little Falls, LLC land a distance of 115.62 feet to a angle point;

THENCE S 12°27'00" W along an easterly line of said S.D. Warren Co. and a westerly line of said Village at Little Falls, LLC land a distance of 30.00 feet to a point;

THENCE N 77°33'00" W through said S.D. Warren Co. land a distance of 343 feet more or less to a point. Said point being on the easterly right-of-way line of Route 202 as described in a taking from Lumas, Inc. to MDOT as recorded in Deed Book 20705, Page 301 CCRD;

THENCE N 13°56'30" E along the easterly line of said MDOT/Route 202 land a distance of 30 feet more or less to a point. Said point being on the southerly line of said lands of South Windham Housing Corporation and on the northerly line of said lands of S.D. Warren Co.;

THENCE S 77°33'00" E along the northerly line of said S.D. Warren Co. land a distance of 227 feet more or less to the POINT OF BEGINNING.

The above described easement contains 10,306 square feet (0.24 acres) more or less.

The easement granted herein is for ingress and egress by foot, vehicles and machinery, for emergency purposes only, to two areas labeled "Proposed 20' Wide Fire Lane" as shown on a "Site & Utility Plan Little Falls Landing South Windham Housing Corp." dated August 29, 2005 revised to 12/15/05, drawn by Northeast Civil Solution as Project Number 25530.1. Said

easement is also granted for the installation, replacement, repair and maintenance of utilities. Owner shall perform sufficient maintenance of the easement area to allow for passage at any time. Should Owner fail to maintain the way within the easement area as aforesaid, then Grantee may, after written notice to Owner and Owner's failure to perform the required maintenance within 30 days, may perform such work, in which case Owner shall reimburse Grantee for the reasonable costs of such work within thirty days of receipt of Grantee's invoice for such work. In connection with its right to install, replace, repair and maintain utilities, Grantee shall provide, in each instance, prior written notice to Owner and, before signing any utility company contracts or easements that contemplate access to the property by utility company personnel, Grantee shall submit such contracts or easements to Owner for approval which said approval shall not be unreasonably denied or delayed. After any such utility-related work in the easement area, Grantee shall return the easement area to its original condition.

If Grantee is required by the Town of Windham to improve the surface of the easement area in order to comply with the Town's ordinances applicable to emergency access ways or fire lanes, Owner and Grantee agree to use good faith efforts to reach an agreement with respect to the performance and completion of any such required changes, provided, however, that Grantee shall be solely responsible for all costs required to construct or install the agreed upon improvements.

The Grantor and Grantee shall indemnify, defend and hold harmless the other from and against all loss, cost or damage incurred by the indemnified party as a result of the activities of the indemnifying party, its contractors and agents, in the easement area or as a result of any claims by third parties against the indemnified party if said third parties are on the land or are affected by activities taking place on the land as a result of the exercise of the rights described herein by the indemnifying party.

The above described easement is a portion of the land of Owner as recorded in Deed Book 3612, Page 25, Cumberland County Registry of Deeds. By acceptance of this deed Grantee acknowledges and agrees for itself, its successors and assigns, that it has no rights in the easement area other than those set forth herein, and in particular acknowledges and agrees that it has no additional rights as a result of the easement retained by Lawrence J. Keddy in the second page of his deed to the Grantor's predecessor in title recorded in Book 3612, Page 25 at the Cumberland County Registry of Deeds..

This easement is signed as a document under seal.

Dated: February ___, 2007

S. D. WARREN COMPANY

By: _____
Name:
Title

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK_

_____, 2007

PERSONALLY APPEARED before me the above named _____,
_____ of S. D. Warren Company, and acknowledged the foregoing
instrument to be his/her free act and deed in his/her said capacity and the free act and deed of S.
D. Warren Company.

Notary Public/Attorney at Law

Print Name

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2_21_07_FINAL.doc\MASS\99475 Avesta\South Windham 202-329\Easements\SDW to SWHC 2_21_07_FINAL.dee

EASEMENT

KNOW ALL PERSONS BY THESE PRESENTS, THAT SOUTH WINDHAM HOUSING CORPORATION, a Maine non-profit corporation with a place of business in Portland, Maine ("Owner") for consideration paid, hereby grants to the **PORTLAND WATER DISTRICT**, a public quasi-municipal Maine corporation with a place of business in Portland, Maine (the "District"), an easement, for the purposes described below, on and over property of Owner's in the Town of Windham, Cumberland County, Maine, bounded and described as follows:

A certain lot or parcel of land located on the easterly side of Route 202 in the Town of Windham, County of Cumberland, State of Maine, being more particularly bounded and described as follows:

STARTING at a #5 rebar with plastic cap stamped "NCS PLS 1314" at the southwesterly corner of lands N/F of Village at Little Falls, LLC, as recorded in Deed Book 23312, Page 286, Cumberland County Registry of Deeds (CCRD) and being the southeasterly corner of lands N/F of South Windham Housing Corporation as recorded in Deed Book 23312, Page 291, CCRD. Said rebar also being on the northerly line of lands N/F of S.D. Warren Co. as recorded in Deed Book 3612, Page 25, CCRD;

THENCE N 77°33'00" W along the northerly line of said S.D. Warren Co. and the southerly line of said South Windham Housing Corporation land a distance of 155.64 feet to a point and being the TRUE POINT OF BEGINNING;

THENCE N 56°41'38" W through said South Windham Housing Co. land a distance of 37.61 feet to a point;

THENCE N 34°38'52" W through said South Windham Housing Co. land a distance of 48.07 feet to a point. Said point being on the easterly right-of-way line of Route 202 as described in a taking from Lumas, Inc. to MDOT as recorded in Deed Book 20705, Page 301 CCRD;

THENCE S 13°56'30" W along the easterly line of said MDOT/Route 202 a distance of 46.13 feet to a point. Said point being on the northerly line of said lands of S.D. Warren Co.;

THENCE S 77°33'00" E along the northerly line of said S.D. Warren Co. land a distance of 71.56 feet to the POINT OF BEGINNING.

The above described easement contains 1311 square feet (0.03 acres) more or less. The above described easement is a portion of the land conveyed from Lumas, Inc. to South Windham

VIL_RESP02958

Housing Corporation in a deed dated October 25, 2005 recorded in the Cumberland County Registry of Deeds in Book 23312, Page 291.

The easement granted herein is for ingress and egress by foot, vehicles and machinery and for the installation, replacement, repair and maintenance of utilities, upon and subject to the following terms and conditions.

The DISTRICT shall have the following permanent easement rights, to be exercised in each instance only after reasonable prior notice to Owner and to S.D. Warren Company in the easement area described above, and to be exercised in such a manner so as to allow Owner and S.D. Warren Company access at all times to the property described above and all of Owner's and S.D. Warren's property contiguous therewith, including maintaining the traveled way or ways in sufficiently passable condition to allow Owner and S.D. Warren Company convenient and ready access to said properties with the vehicles and equipment customarily used in the conduct of their respective businesses.

1. The right to install, maintain, replace and remove conduits or pipelines for conveying water, wastewater and/or storm water, with all necessary fixtures and appurtenances, including electric or other energized control lines; and
2. The right to make connections with the conduits or pipelines running from adjacent land to the easement area; and
3. The right to trim, cut down, and/or remove bushes, grass, crops, trees or any other vegetation, to such extent as is necessary for any of these purposes in the sole judgment of the District; and
4. The right to change the existing surface grade of the easement area as is reasonably necessary for any of these purposes; provided, however, that no such grade changes shall result in drainage of stormwater onto Owner's adjacent property, and subject to paragraph 6 below; and
5. The right to enter on the easement area at any and all times for any of these purposes.
6. After any work in the easement area, the District shall return the easement area to its original condition.

Owner reserves the use and enjoyment of the easement area for any purpose that does not interfere with the use of the easement area by the District for its own purposes; provided that none of the following improvements may be made by Owner in the easement area, without the written permission of the District:

1. No buildings or any other permanent structures are allowed, except pavement and utilities.
2. No earth shall be removed from the easement area.
3. No conduits, pipelines or facilities shall be installed within 5 feet of or above any conduit or pipeline installed by the District, except that pipelines and conduits may be installed if they cross

perpendicular to the District conduits and pipelines with a minimum vertical clearance of one foot.

The District by acceptance hereof acknowledges that the use of the easement area as a fire lane does not interfere with the District's use of the easement. The Owner and District shall indemnify, defend and hold harmless the other from and against all loss, cost or damage incurred by the indemnified party as a result of the activities of the indemnifying party, its contractors and agents, in the easement area or as a result of any claims by third parties against the indemnified party resulting if said third parties are on the land or are affected by activities taking place on the land as a result of the exercise of the rights described herein by the indemnifying party. Notwithstanding this obligation of indemnification, the District does not waive herein the immunities provided to it by the provisions of the Maine Tort Claims Act, 14 M.R.S. 8181 et seq.

SUBJECT to an ingress/egress easement granted to S. D. Warren Company on even or near date herewith.

This easement is signed as a document under seal.

Dated: _____, 2007

SOUTH WINDHAM HOUSING CORPORATION

By: _____
Dana Totman, President

STATE OF MAINE
COUNTY OF CUMBERLAND

_____, 2007

PERSONALLY APPEARED before me the above-named Dana Totman, President of South Windham Housing Corporation, as aforesaid, and acknowledged the foregoing instrument to be his free act and deed in his said capacity and the free act and deed of said South Windham Housing Corporation.

Notary Public/Attorney at Law

Print Name

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EASEMENT DEED

S. D. WARREN COMPANY a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, having corporate offices in the City of Boston, County of Suffolk and Commonwealth of Massachusetts ("Owner") for consideration paid, hereby grants releases to the **PORTLAND WATER DISTRICT**, a public quasi-municipal Maine corporation of Portland, Maine ("District"), ~~with quit-claim covenants an appurtenant easement~~ on property located on the easterly side of Main Street in the Town of Windham, Cumberland County, Maine, the easement being described on Exhibit A attached to and made a part of this deed.

The DISTRICT shall have the following permanent easement rights, to be exercised in each instance only after reasonable prior notice to Owner in the easement area described above, and to be exercised in such a manner so as to allow Owner access at all times to the property described in Exhibit A and all of Owner's property contiguous therewith including maintaining the traveled way or ways in sufficiently passable condition to allow Owner convenient and ready access to said properties with the vehicles and equipment customarily used in the conduct of its business:

1. the right to install, maintain, replace and remove conduits or pipelines for conveying water, wastewater and/or stormwater, with all necessary fixtures and appurtenances, including electric or other energized control lines; and
2. the right to make connections with the conduits or pipelines running from adjacent land to the easement area; and
3. the right to trim, cut down, and/or remove bushes, grass, crops, trees or any other vegetation, to such extent as is necessary for any of these purposes in the sole judgment of the DISTRICT; and
4. the right to enter on the easement area at any and all times for any of these purposes.

OWNER reserves the use and enjoyment of the easement area for any purpose that does not interfere with the use of the easement area by the DISTRICT for its own purposes as described and limited above; provided that none of the following improvements may be made by OWNER in the easement area, without the written permission of the DISTRICT:

1. No buildings or any other permanent structures are allowed, except pavement and utilities.
2. No earth shall be removed, no fill may be added, and no other change shall be made to the surface grade of the easement area.
3. No conduits, pipelines or facilities shall be installed within 5 feet of or above any conduit or pipeline installed by the DISTRICT, except that pipelines and conduits may be installed if they cross perpendicular to the DISTRICT conduits and pipelines with a minimum vertical clearance of one foot.
4. The right to enter on the easement area at any and all times for any of these purposes.

VIL_RESP02961

This easement deed is signed as a document under seal.

Dated: , 20062007

S. D. Warren Company

Name:

Title:

Commonwealth of Massachusetts
County of Suffolk

, 20062007

_____ personally appeared before me and acknowledged that his signature on this document was his free act and deed in said capacity and the free act and deed of S. D. Warren Company.

Notary Public/Attorney at Law

Print Name

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SDW to FWD 1-4-2007.doc
2/27/2007

VIL_RESP02962

BOUNDARY AND EASEMENT AGREEMENT

AGREEMENT made by and between S. D. WARREN COMPANY, a Pennsylvania corporation (doing business as "Sappi Fine Paper North America") ("S. D. Warren" or "Sappi") with a mailing address of 225 Franklin Street, Boston, Massachusetts 02110; and HRC-VILLAGE AT LITTLE FALLS, LLC, a Maine limited liability company with a mailing address of 2 Market Street, Portland, Maine 04101, (referred to herein as "Developer" or "VLF, LLC").

WHEREAS S. D. Warren is the owner of the Little Falls dam and real property located on the Presumpscott River easterly of Route 202 and southerly of Depot Street in the Town of Windham, Maine, reference being made to the third parcel described a deed from Mallison Corporation to S. D. Warren dated October 18, 1974 and recorded in the Cumberland County Registry of Deeds in Book 3612, Page 30 and to a deed from Lawrence Keddy to Scott Paper Company dated November 18, 1974 in Book 3612 at Page 25 (collectively the "S. D. Warren Premises");

WHEREAS Developer is the owner of certain abutting property in said Windham consisting of properties described in deeds to the Developer recorded in said Registry of Deeds in Book 20753 at Page 21, and in Book 24617, Page 165 (the "Developer Premises").

WHEREAS a Site Plan of the S. D. Warren Premises and the Developer Premises has been prepared by Northeast Civil Consultants Inc. dated October 20, 2006 entitled "Site Plan Concept – Village at Little Falls" as recorded or to be recorded in said Registry of Deeds, a reduced copy of which is attached hereto as **Exhibit A** (the "Plan").

WHEREAS the parties desire to clarify the location of their common boundary line, and to restate easements and rights which may cross said common boundary line.

NOW THEREFORE, in consideration of one dollar and other valuable consideration, including the payment set forth in Paragraph 3, below, the parties hereby agree as follows:

1. Common Boundary Line Location. The boundary line between the S D Warren Premises and the Developer Premises shall be described as follows:

"BEGINNING at a #5 rebar with plastic cap stamped "NCS PLS 1314" at the southwesterly corner of lands N/F of Village at Little Falls, LLC, as recorded in Deed Book 23312, Page 286, Cumberland County Registry of Deeds (CCRD) and being the southeasterly corner of lands N/F of South Windham Housing Corporation as recorded in said Registry of Deeds in Book 23312, Page 291. Said rebar also being on the northerly line of lands N/F of S.D. Warren as recorded in said Registry of Deeds in Book 3612, Page 25, CCRD;

THENCE S 77° 33' 00" E along a northerly line of said S.D. Warren and the southerly line of said Village at Little Falls, LLC as shown on the plan a distance of 115.62 feet to a angle point;

THENCE S 12° 27' 00" W along an easterly line of said S.D. Warren and a westerly line of said Village at Little Falls, LLC as shown on the plan a distance of 58.74 feet to a point;

THENCE S 77° 50' 00" E 34.72 feet to an angle point,

THENCE S 42° 33' 00" E 389.0 feet to an angle point,

THENCE S 03° 58' 30" W to a 4" x 4" concrete monument.

All bearings refer to grid north as shown on a Plan of Land entitled "Subdivision Plan Little Falls Landing, Route 202 Windham, Maine, South Windham Housing Corporation." dated August 4, 2005 drawn by Northeast Civil Solutions Project 24430.1, Drawing 25530.1-SUB.DWG."

(the "Boundary Line").

S. D. Warren hereby Releases to the Developer, its successors and assigns, all land and all other rights, easements, appurtenances of every kind and description located northerly and easterly of the Boundary Line within the Developer Premises, including without limitation electric transmission line, substation maintenance and substation access rights.

2. S. D. Warren Depot Street Access Easement over Developer Premises. The easements and rights which S. D. Warren holds over the Developer Premises for access to and from Depot Street, originally established in instruments recorded in Book 1759, Page 348, in Book 1787, Page 353, referenced in Book 4162, Page 277 or otherwise existing (the "Depot Street Access Easement") are hereby amended and restated as follows:

"VLF, LLC hereby grants S. D. Warren, its successors and assigns a perpetual easement 25 feet in width for ingress and egress on foot and by motor vehicle, including without limitation, ATV's and electric power line and tower maintenance trucks, running in an easterly direction from Depot Street to land of S. D. Warren, being depicted and labeled as "25' Access Easement to benefit Sappi" on Exhibit A and being more particularly bounded and described in the attached **Exhibit B**.

VLF, LLC shall have the rights (i) to relocate the foregoing easement on the Developer Premises at its expense so long as reasonably equivalent access is maintained and (ii) to temporarily obstruct such easement for construction purposes.

S. D. Warren hereby releases to VLF, LLC any easements for access to Depot Street it holds which are inconsistent with the foregoing grant of a replacement easement.

3. Electric Line and Substation Easements. In consideration of the mutual obligations set forth herein below, S. D. Warren hereby releases to VLF, LLC the portion of the pole, electric transmission line and substation easements located on the Developer Land as set forth in the Easement Deed from Cumberland Securities Corp. to Central Maine Power Company dated October 6, 1944 and recorded in said Registry of Deeds in Book 1787, Page

348 and reserved in the deed "Indenture" from Cumberland Securities Corp. to Windham Fibers dated July 25, 1945 as recorded in Book 1787, Page 353 (see page 357).

a. Price. VLF, LLC agrees to pay the sum of fifty thousand (\$ 50,000.00) to S.D. Warren on or before the date of recording of a memorandum of this agreement or release deed pursuant to this paragraph and the execution and delivery of the easements attached as Exhibits D through G; however, any recorded memorandum of this agreement or any deeds or other instruments recorded pursuant to this agreement shall not disclose the amount of this payment.

b. Road Improvement. VLF, LLC hereby agrees to improve the Depot Street Access Easement (as it may be relocated under Section 2) running from Depot Street to a gate in the fence line at the Sappi boundary, as said fence line and gate are depicted on Exhibit I attached hereto, with a road bed consisting of a minimum of a 12" aggregate sub-base, a minimum of a 6" gravel base for a minimum of 12 feet in width with supporting ditches, culverts and/or other storm water control devices sufficient to keep the roadways properly drained and protected from washout. Such improvements shall be made contemporaneously with the construction of the first construction of roadways in the Village at Little Falls subdivision.

c. Fence. Contemporaneously with the construction required by subparagraph b, VLF, LLC will install and maintain an 6-foot-tall metal fence substantially in accordance with the design attached as Exhibit H or suitable equivalent approved by S. D. Warren along the portion of the common boundary line extending North 03° 58' 30' E a distance of 606.62 feet from a 4" x 4" monument marking the southerly point of the common boundary line between S.D. Warren and VLF, LLC, thence North 42° 33'00" W to the edge of the water, to include a lockable gate at a location and of a type approved by S.D. Warren, all as depicted on the fence location plan attached hereto as Exhibit I. Said installation shall be done in a manner designed to minimize or eliminate the ability of residents of the Village at Little Falls properties and theirs guests and invitees to reach S. D. Warren's property through, over, or under the fence, and in particular to minimize or eliminate their ability to reach the improvements thereon associated with the production and transmission of electric power, from the Village at Little Falls property.

d. S.D. Warren hereby grants to VLF, LLC a temporary construction easement, including the right to cut and remove vegetation if required for construction, and the right to move pole guys or supports after consultation with S.D. Warren, to allow VLF, LLC and its contractors to enter upon S.D. Warren land for purposes of constructing the roadbed and fence described in sub-paragraphs b and c, above.

e. Contemporaneously with the issuance of a certificate of occupancy for any improvement on the Village at Little Falls property, and continuously thereafter, VLF, LLC will provide S. D. Warren with proof of insurance in a mutually agreeable amount no less than \$1,000,000, naming S.D. Warren as a co-insured, against loss arising from damage to any of the equipment or improvements on S. D. Warren property associated with the production and transmission of electric power caused by residents of the Village at Little Falls portion of the Developer Premises or their guests or invitees; and VLF, LLC will indemnify S. D. Warren for any such loss not covered by the insurance required by this Paragraph.

4. Other Existing Dam, Flowage and Access Easements and Rights. Nothing contained in this Agreement shall interfere with S. D. Warren's existing riparian rights, dam and the flowage rights and the related rights to connect to and maintain and repair (without obligation to do so) with respect to the Main Building, the Extension thereof and the Wheel House, foundations, walls and penstocks set forth in The Cumberland Securities Corporation-Windham Fibers Indenture in Book 1787 at pages 355- 356, but S. D. Warren acknowledges that Developer's proposed demolition of the portion of such existing buildings located above elevation 110 does not interfere with S. D. Warren's rights and easements.

5. Restated 30-Foot Emergency Access Easement. S D Warren hereby grants to VLF, LLC an easement over a thirty-foot wide strip of land with a total area of 10,306 square feet more particularly described in Exhibit C attached hereto and made a part hereof, for ingress and egress by foot, vehicles and machinery, for emergency purposes only, running from Route 202. VLF, LLC agrees for itself its successors and assigns, to deal with its property and interior roadways located on the properties of VLF, LLC in a manner that will discourage use of the roadways and emergency access easement by VLF, LLC's employees, buyers and tenants and by members of the general public, for regular access to the VLF, LLC site from Route 202, or for access to the nearby dam area of S. D. Warren, including without limitation, the construction and maintenance of "no trespassing - emergency use only signs" and traffic calming devices of a type, style and construction quality approved by the Fire Department of the Town of Windham in the two locations indicated on Sheet 1 of 2 of a certain Plan of Land entitled "Exhibit C - Contract Zone Plan (Site) Route 202 Windham, Maine, Village at Little Falls, LLC & South Windham Housing Corp." dated May 11, 2005 drawn by Northeast Civil Solutions.

S D Warren further hereby grants to VLF, LLC and agrees to provide public utility companies designated by VLF, LLC an easement for the installation, replacement, repair and maintenance of utilities in said 30 foot wide easement area. S. D. Warren shall perform sufficient maintenance of the easement area to allow for passage at any time. In connection with its right to install, replace, repair and maintain utilities, VLF, LLC shall provide, in each instance, prior written notice to S. D. Warren and, before signing any utility company contracts or easements that contemplate access to the property by utility company personnel, VLF, LLC shall submit such contracts or easements to S. D. Warren for approval which said approval shall not be unreasonably denied or delayed. After any such utility-related work in the easement area, VLF, LLC or the benefited utility companies shall restore the easement area to and with a compacted base that will support a fire truck, as applicable all in accordance with applicable ordinances and Contract Zone of the Town of Windham.

Each party shall indemnify, defend and hold harmless the other from and against all loss, cost or damage incurred by the indemnified party as a result of the activities of the indemnifying party, its contractors and agents, in the easement area or as a result of any claims by third parties against the indemnified party if said third parties are on the land or are affected by activities taking place on the land as a result of the exercise of the rights described herein by the indemnifying party. This indemnity shall not apply to successors in interest who are mortgagees or secured parties-in-possession but shall apply to any purchaser from such mortgagee or secured party.

The above described easement is a portion of the land of S. D. Warren described in a deed recorded in said Registry of Deeds in Book 3612, Page 25. Developer acknowledges and agrees for itself, its successors and assigns, that it has no rights in the easement area other than those amended and restated rights set forth herein, and in particular acknowledges and agrees that it has no additional rights as a result of the easement retained by Lawrence J. Keddy in the second page of his deed to S. D. Warren's predecessor in title recorded in Book 3612, Page 25 at the Cumberland County Registry of Deeds which are inconsistent with the foregoing easements.

The parties acknowledge that said easement area is to be used in common with the parties by South Windham Housing Corporation and the Portland Water District whose rights are to be defined substantially in accordance in certain easement deeds, attached hereto as Exhibits D through G. The parties agree that the rights and obligations contained in this agreement shall be exercised in such a manner as to not interfere with the uses described in said easement deeds except as required for utility installation and maintenance as described herein.

6. General. The parties agree that this Agreement shall be liberally construed so as to permanently establish the titles of each party to their respective parcels of land located northerly and southerly of the Boundary Line, free from any easements or rights of way held by the other party, but nothing contained herein shall impair any inherent rights to the surface or subsurface support of each parcel by the abutting parcel.

The easements and rights set forth herein shall run with the land and be binding upon the parties thereto and their respective successors and assigns. VLF, LLC shall be released from responsibility for the obligations of VLF, LLC hereunder upon either i) the transfer of title to the roadways and fence line areas that are the subject of this agreement to an incorporated homeowners' association or similar entity which said transfer shall be made subject to the terms of this agreement; or ii) upon the incorporation of a homeowners association that is subject to the provisions of the Maine Condominium Act to administer the improvements to be constructed on the VLF, LLC property and its commencement of operations following the issuance of a certificate of occupancy for any such improvements, and the related transfer of fractional ownership interests in said roadways and fence line areas to the condominium unit owners, which said association and said unit owners shall become responsible for the obligations of VLF, LLC hereunder. In the event that there is a pending dispute regarding the obligations hereunder at the time of such transfer of title or such incorporation and fractional interests transfer, then VLF, LLC shall remain jointly liable with the entity, or association and unit owners, until such pending dispute is resolved.

Witness our hands and seals as of _____, 20062007.

S. D. WARREN COMPANY

By: _____

Witness

_____, its _____

HRC-VILLAGE AT LITTLE FALLS, LLC

Witness

By: _____
_____, its _____

The Commonwealth of Massachusetts
County of Suffolk, ss

_____, 2006/2007

Then personally appeared before me the above named _____ in his said capacity and acknowledged the foregoing to be his free act and deed and the free act and deed of said corporation.

Before me,

Notary Public/Attorney at Law
Name: _____

State of Maine

County of _____, ss

_____, 2006/2007

Then personally appeared before me the above named _____ in her said capacity and acknowledged the foregoing to be his free act and deed and the free act and deed of said limited liability company.

Before me,

Notary Public/Attorney at Law
Name: _____

List of Exhibits:

- Exhibit A** Site Plan of the S. D. Warren Premises and the Developer Premises has been prepared by Northeast Civil Consultants Inc. dated October 20, 2006 entitled "Site Plan Concept – Village at Little Falls"
- Exhibit B** "25' Access Easement to benefit Sappi"
- Exhibit C** 30 Foot Emergency Access Easement to VLF, LLC

- Exhibit D** Easement SWHC to PWD
- Exhibit E** Easement SWHC to Sappi
- Exhibit F** Easement Sappi to SWHC
- Exhibit G** Easement Sappi to PWD
- Exhibit H** Fence Design Plan
- Exhibit I** Fence Location Plan

061218 1702 rs Agmt - SD Warren Village at Little Falls LRC 12-20-2006.doc
2/27/2007 10:08 AM 2/27/2007 8:47:00 AM

EXHIBIT A

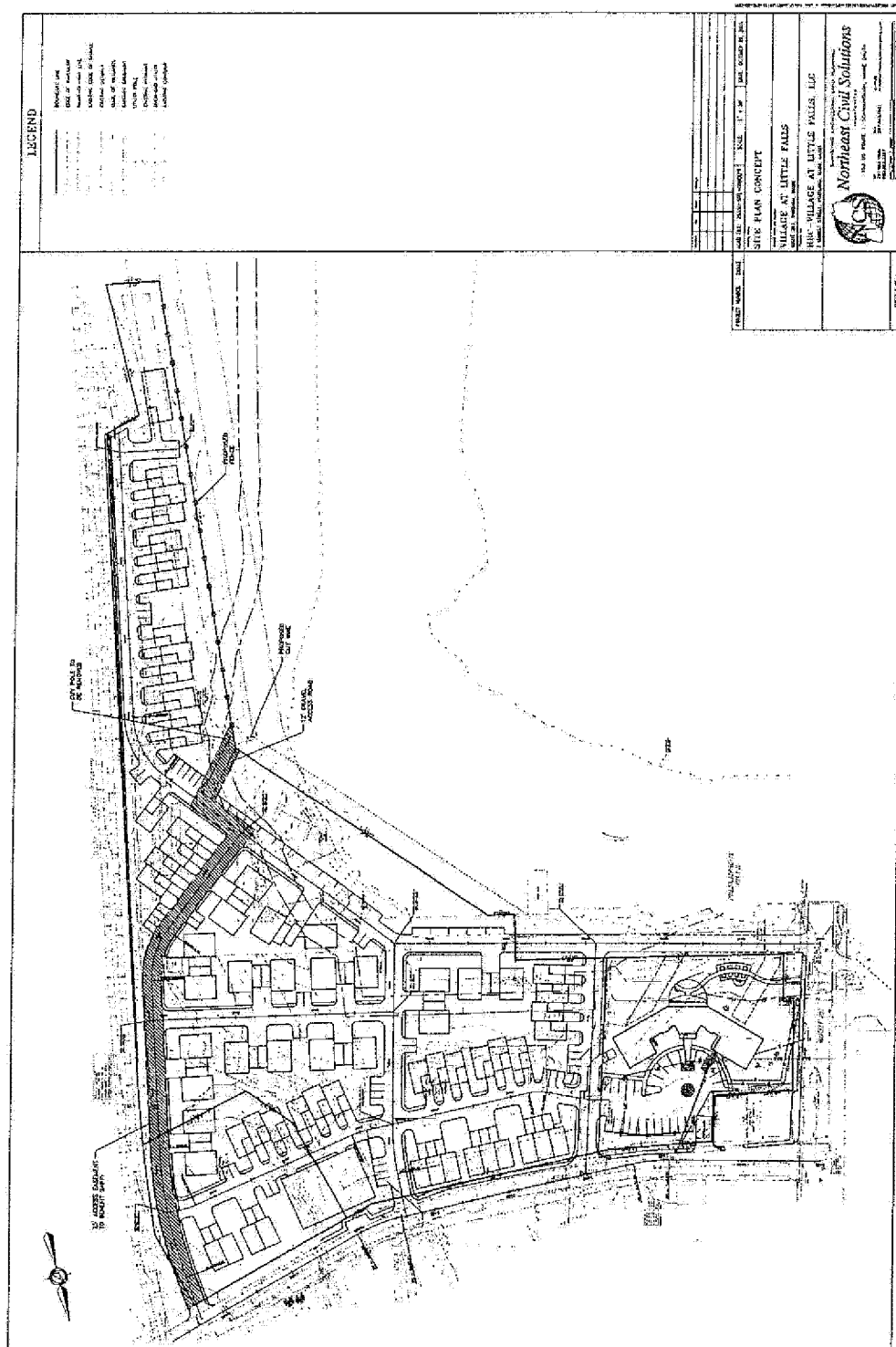
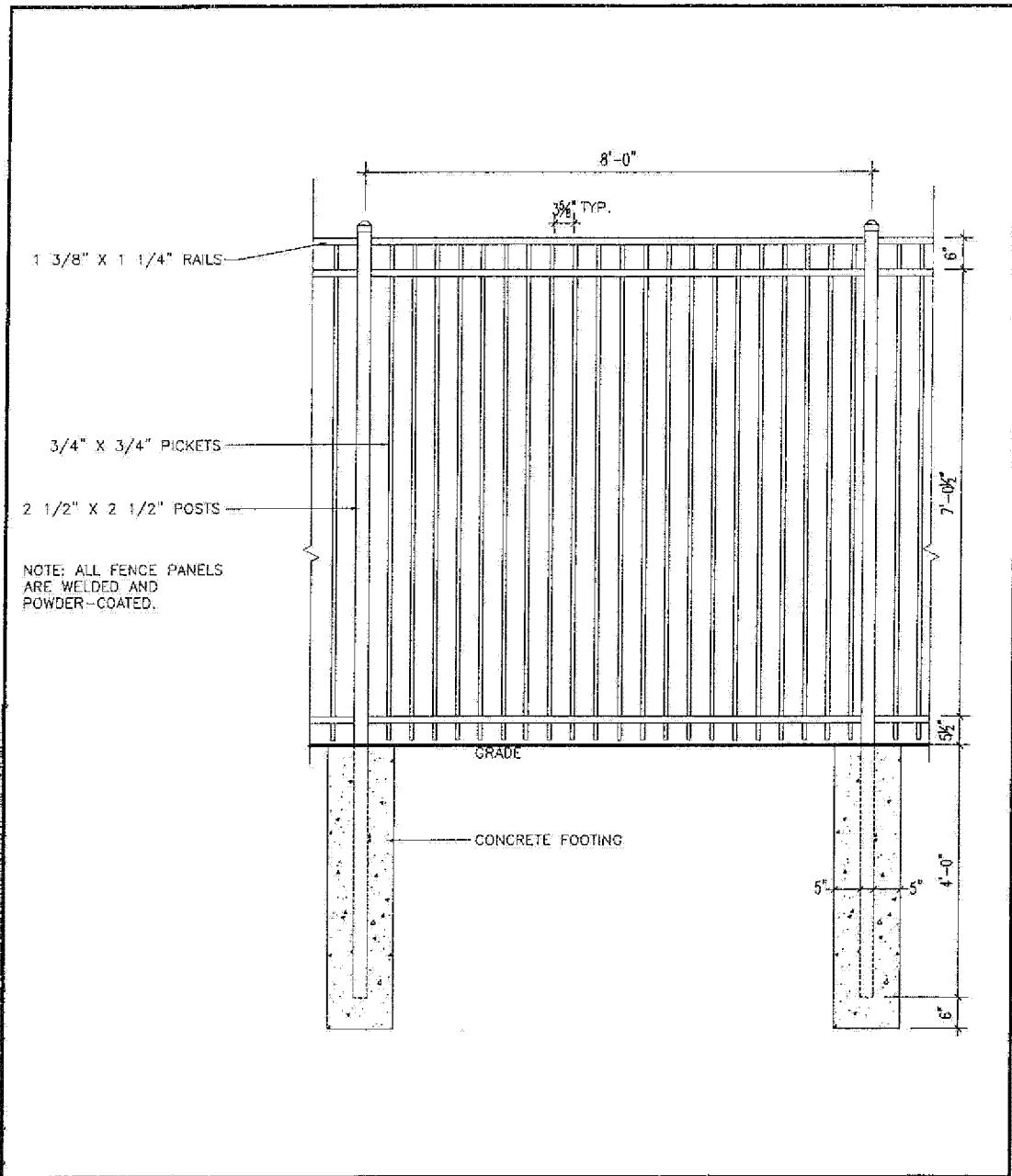


EXHIBIT H




 GAWRON TURGEON ARCHITECTS 29 Black Point Road Scarborough, ME 04074 www.gawronturgeon.com Tel. 207.883.6307 Fax 207.883.0361	Questor		
	Aluminum Picket Fence Detail		
	DATE: 11.07.06	SCALE: 1/2" = 1'-0"	<small> © COPYRIGHT 1985-2003 ALL RIGHTS RESERVED NO PART OF THIS PUBLICATION MAY BE REPRODUCED OR TRANSMITTED IN ANY FORM OR BY ANY MEANS ELECTRONIC OR MECHANICAL INCLUDING PHOTOCOPYING, RECORDING, OR BY ANY INFORMATION STORAGE AND RETRIEVAL SYSTEM. </small>
	PROJECT # 121203	DRAWN BY: ldd	

EXHIBIT 3

COMMUNITY FACILITIES AND UTILITIES

In conjunction with the proposed development, the applicant will be contributing funds and providing an easement for the construction of a new sewer pump station. The pump station will be owned and operated by the Portland Water District. This new pump station will replace two existing pump stations servicing the surrounding neighborhood.

Furthermore, new sidewalks will be constructed within the public right of way along Depot Street. These sidewalks enhance the accessibility of pedestrian traffic for the abutting neighborhoods and will complement the "village" style goal of the community.

EXHIBIT 4

DESCRIPTION OF PROJECT

The proposed Village at Little Falls Development consists of 85 new residential condominium units with associated paved streets, landscaping, driveways, utilities, and stormwater management infrastructure. The project will include two 12-unit apartment buildings, nine duplexes, nine porch style units, 66 townhouse units, and a single-family residence. These condominiums will be marketed with a price range of \$200,000 to \$300,000.

The 8.03-acre property is located in Windham, Maine at the corner of Route 202 and Depot Street, and has approximately 370 feet of frontage on the Presumpscot River. The property is shown as Parcels 6 and 7 on Tax Map 38. A Contract Zone was approved by the Town of Windham for the development of this project.

Currently, an old mill building (in disrepair) occupies the site. The abandoned mill has a negative impact on the environment, public safety, and the visual quality of the neighborhood. Currently, the foundation wall of the mill borders the Presumpscot River. Once the Village at Little Falls project is approved, the mill building will be removed and the banks of the Presumpscot River will be restored to its natural state. The applicant has received a "Voluntary Response Action Program" (VRAP) permit from the Maine Department of Environmental Protection for the site clean up effort.

A network of private access roads off of Depot Street will service the development. In addition, an "emergency vehicles only" drive will provide emergency access from Route 202 to the property. A public sidewalk will be constructed along Depot Street in the public right of way. The sidewalk will enhance the accessibility of pedestrian traffic for the abutting neighborhoods and will complement the "village" style goal of the community.

Please refer to the attached planset for utility layout and details. Public water and sanitary sewer will service the site. Electric, telephone, and natural gas utilities will be serviced underground. Storm water run-off will be collected via a catchbasin system and be treated through a filtration system prior to discharge.

Furthermore, an easement across a portion of the property will be granted to the Portland Water District for the construction and operation of a sewer pump station, gravity and sewer force mains, and water mains. The pump station will be owned and operated by the Portland Water District and will replace two existing pump stations servicing the surrounding neighborhood.

EXHIBIT 5

CLUSTER DEVELOPMENT

The proposed project does not qualify as a "cluster" development.

EXHIBIT 6

RIGHT, TITLE OR INTEREST

The applicant currently owns the land for the proposed development. The property is described in the following deeds:

- Book 20753 Page 21: Deed from Joseph Kittrell to HRC – Village at Little Falls, LLC.
- Book 24617 Page 165: Deed from Village at Little Falls, LLC to HRC - Village at Little Falls, LLC.

WARRANTY DEED

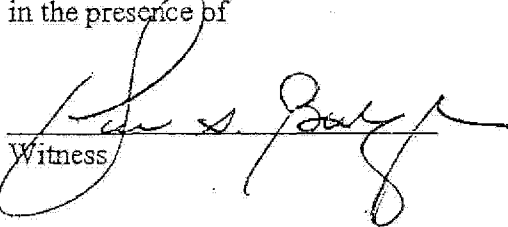
JOSEPH KITTRELL, of Durham, Maine, for consideration paid, grants to HRC - VILLAGE AT LITTLE FALLS, LLC, a Maine limited liability company with a mailing address c/o Renee L. Lewis, Manager, 2 Market Street, Portland, Maine 04102, with Warranty Covenants, the following property located in Windham, County of Cumberland, State of Maine, described as follows:

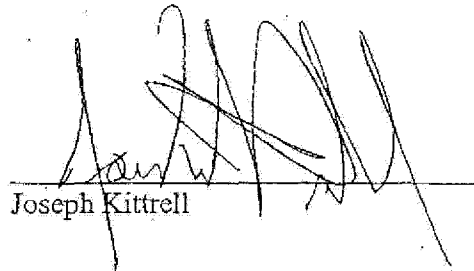
SEE ATTACHED EXHIBIT A

Reference is made to the Warranty Deed from Merrill T. Laskey and Carmela P. Laskey to Joseph Kittrell dated September 6, 2001 and recorded in the Cumberland County Registry of Deeds in Book 16811, Page 99.

Witness our hands and seal this 5th day of April, 2006.

Signed, Sealed and Delivered
in the presence of

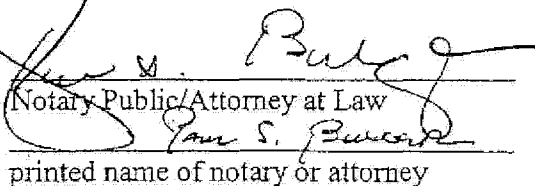

Witness


Joseph Kittrell

State of Maine
County of Cumberland

April 5, 2006

Then personally appeared the above named Joseph Kittrell and acknowledged the foregoing instrument to be his free act and deed.


Notary Public/Attorney at Law
printed name of notary or attorney

MAINE REAL ESTATE TAX PAID

VIL_RESP02980

EXHIBIT A

A certain lot or parcel of land with the improvements thereon, situated in South Windham, Town of Windham, County of Cumberland and State of Maine, more particularly described as follows:

Situated on the Southeasterly side of what is now known as Depot Street and bounded Northwesterly by said Depot Street; bounded Southwesterly and Southeasterly by land formerly of Sebago Wood Board Company, and Northeasterly by land now or formerly owned by Maine Central Railroad Company.

Received
Recorded Register of Deeds
Apr 07, 2006 12:36:24P
Cumberland County
John B O'Brien

VIL_RESP02981

DEED IN LIEU OF FORECLOSURE

KNOW ALL PERSONS BY THESE PRESENTS, that **VILLAGE AT LITTLE FALLS, LLC**, a Maine limited liability company having its principal place of business in the City of Portland, County of Cumberland and State of Maine, in consideration of One Dollar (\$1.00) and other valuable consideration, paid by **HRC - VILLAGE AT LITTLE FALLS, LLC**, a Maine limited liability company whose mailing address is 25 Pearl Street, Portland, Maine 04101, the receipt whereof does hereby acknowledge, does hereby quitclaim with covenant to HRC-Village at Little Falls, LLC, its successors and assigns, a certain lot or parcel of land with buildings thereon, situated in the Town of Windham, County of Cumberland, and State of Maine, and located at 7-9 Depot Road, Windham, Maine; further described on the attached Exhibit A.

The purpose of this Deed is to convey the above-described property to HRC-Village at Little Falls, LLC in lieu of foreclosure of a certain Mortgage, Security Agreement, Lease Assignment and Financing Statement from Village at Little Falls, LLC to Pioneer Capital Corporation dated November 3, 2004 and recorded in the Cumberland County Registry of Deeds in **Book 22051, Page 4**.

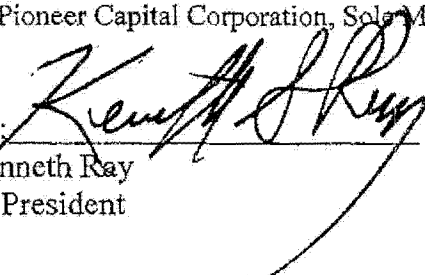
This Deed is made subject to the above-referenced Mortgage and said Mortgage shall survive this transfer and remains in place. This conveyance shall not act to merge the transferee's interest in the above-referenced real estate with the said Mortgage.

IN WITNESS WHEREOF, the said Village at Little Falls, LLC has caused this instrument to be signed and sealed by its Sole Member, Pioneer Capital Corporation, by Kenneth Ray, duly authorized, as of the 30th day of November, 2006.

Signed and Delivered
In the Presence of:

Witness

VILLAGE AT LITTLE FALLS, LLC
by Pioneer Capital Corporation, Sole Member

By: 
Kenneth Ray
Its President

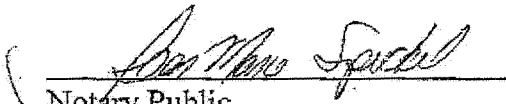
VIL_RESP02982

STATE OF MAINE
Cumberland, ss.

November 30, 2006

Then personally appeared the above-named Kenneth Ray, President of Pioneer Capital Corporation, Sole Member of Village at Little Falls, LLC and acknowledged the foregoing instrument to be his free act and deed and the free act and deed of said limited liability company.

Before me,


Notary Public
Printed Name: Jean Marie Sichel
My Commission Expires: 3/27/2013

P:\MGC\CLIENTS\UBGH-FKNC\HRC-Village at Little Falls\DEED IN LIEU OF FORECLOSURE.doc

SEAL

VIL_RESP02983

EXHIBIT A
LEGAL DESCRIPTION

LAND ON DEPOT ROAD, WINDHAM, MAINE

A certain lot or parcel of land in the Town of Windham, County of Cumberland, and State of Maine and being more particularly bounded and described as follows:

BEGINNING at the northeasterly corner of land N/F of George Wood, Book 16601, Page 217, Cumberland County Registry of Deeds (CCRD).

THENCE S 89° 07' 00" E along the southerly side of Depot Road 281.81 feet to a 1-inch iron pipe;

THENCE N 73° 29' 00" E along the southerly side of Depot Road 35.83 feet to a point. Said point being the northwesterly corner of land N/F of Joseph Kittrell as recorded in Book 16811, Page 99 (CCRD);

THENCE S 15° 32' 00" E along the westerly line of lands of said Kittrell 141.00 feet to a point;

THENCE S 41° 27' 00" E along the southwesterly line of land of said Kittrell 72.00 feet to an 1-inch iron rod;

THENCE N 75° 49' 00" E along the southerly line of land of said Kittrell 148.08 feet to a 1-inch iron pipe. Said iron pipe being the on the westerly right-of-way line of land owned by Maine Central Railroad;

THENCE southerly along said westerly right-of-way line of Maine Central Railroad being a curve to the right 101.02 feet to a point. Said curve has a radius of 1881.86', Chord Length of 101.01', and a Chord Bearing of S 08° 51' 14" W;

THENCE S 10° 23' 30" W along said westerly right-of-way line of said Maine Central Railroad 812.42 feet to a point;

Thence S 73° 03' 30" W along said westerly right-of-way line of said Maine Central Railroad 50.00 feet to a iron rod;

THENCE S 00° 40' 40" E along said westerly right-of-way line of said Maine Central Railroad 172.46 feet to a 4"x 4" concrete monument. Said point being a northeasterly corner of lands N/F of S.D. Warren Company as recorded in Book 3612, Page 25 CCRD;

THENCE N 79° 36' 30" W along a northeasterly line of said land of S.D. Warren Company 67.13 feet to a 4: x 4: concrete monument;

THENCE N 03° 58' 30" E along a easterly line of said land of S.D. Warren Company 606.62 feet to a 4" x 4" concrete monument;

THENCE N 42° 33' 00" W along a northeasterly line of said land of S.D. Warren Company 389.60 feet to a point;

THENCE N 77° 50' 00" W along northeasterly line of said land of S. D. Warren Company 34.72 feet. Said point being easterly of the S.D. Warren Co. power plant;

THENCE N 12° 27' 00" E along a easterly line of said land of S.D. Warren Company 58.74 feet to a drill hole;

THENCE N 77° 33' 00" W along northerly line of said land of S.D. Warren Company 99.6 feet to a point. Said point being the southeasterly corner of the remaining land of Lumas, Inc. as recorded in Book 18046, Page 32 CCRD. Said remaining lands of Lumas are proposed to be conveyed to Avesta Corporation;

THENCE N 15° 46' 30" E along said land of Lumas 192.79 feet to a 6" x 6" granite monument. Said point being the southeasterly corner of land of said Wood;

THENCE N 15° 46' 30" E along the easterly line of said Wood 59.97 feet to the POINT OF BEGINNING.

The basis of bearing for the above described parcel is 1969 Magnetic North.

The above described premises are shown on Plan entitled "Existing Conditions Plan of Keddy Mill" by Northeast Civil Solutions, dated November 6, 2003, recorded in said Registry of Deeds in Plan Book 204, Page 78.

Received
Recorded Register of Deeds
Dec 01, 2006 12:40:20P
Cumberland County
John B. Gellan

VIL_RESP02985

EXHIBIT 7

CORPORATE STATUS

Attached, please find the applicant's Certificate of Good Standing from the Department of the Secretary of State Bureau of Corporations, Elections and Commissions.



MAINE

Department of the Secretary of State

Bureau of Corporations, Elections and Commissions

Corporate Name Search

Information Summary

Subscriber activity report

This record contains information from the CEC database and is accurate as of: Tue Feb 13 2007 10:21:14. Please print or save for your records.

Legal Name	Charter Number	Filing Type	Status
HRC-VILLAGE AT LITTLE FALLS, LLC	20062784DC	LIMITED LIABILITY COMPANY (DOMESTIC)	GOOD STANDING

Filing Date	Expiration Date	Jurisdiction
03/15/2006	N/A	MAINE

Other Names (A=Assumed ; F=Former)

NONE

Clerk/Registered Agent

FRANK K.N. CHOWDRY
P.O. BOX 4510
PORTLAND, ME 04112

Obtain a Certified Copy of this record for an additional \$5.00 fee

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Click on a link to obtain additional information.

List of Filings

[View list of filings](#)

Obtain additional information:

Additional Addresses

[Plain Copy](#)

[Certified copy](#)

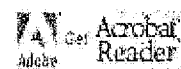
Certificate of Existence [\(more info\)](#)

[Short Form without
amendments](#)
(\$30.00)

[Long Form with
amendments](#)
(\$30.00)

VIL_RESP02988

You will need Adobe Acrobat version 3.0 or higher in order to view PDF files.
If you encounter problems, visit the [troubleshooting page](#).



If you encounter technical difficulties while using these services, please contact the [Webmaster](#). If you are unable to find the information you need through the resources provided on this web site, please contact the Bureau's Reporting and Information Section at 207-624-7752 or [e-mail](#) or visit our [Feedback](#) page.

© Department of the Secretary of State

VIL_RESP02989

**II. SITE PLAN
APPLICATION**

VIL_RESP02990

SITE PLAN PRE- APPLICATION

VILLAGE AT LITTLE FALLS

Route 202
Tax Map 38, Parcels 6&7
Windham, Maine

Prepared For:
HRC – Village at Little Falls, LLC
2 Market Street
Portland, Maine 04101

March 2007



Prepared by:
Northeast Civil Solutions, Inc.
153 U.S. Route 1
Scarborough, ME 04074 29522

VIL_RESP02991


TOWN OF WINDHAM, MAINE
SITE PLAN APPLICATION FORM – Preapplication/Sketch Plan
 (Ordinance Section 140-38 A-C)

The preapplication/sketch plan application shall include fifteen (15) copies of each plan, map, or drawing, and any related information, which shall be printed or reproduced on paper.

	Check when completed	
	Applicant	Staff
Name of Applicant: HRC – Village at Little Falls, LLC. c/o Steve Etzel	X	
Mailing Address: 2 Market Street, Portland, Maine 04101	X	
Phone: 207-772-7219	X	
FAX: 207-772-7011	X	
Email: setzel@questorco.com	X	
Name of Project: Village at Little Falls	X	
Street Address: Route 202, Windham, Maine	X	
Proposed Use: Residential Condominiums	X	
Amendment to previously approved site plan? Yes _____ No <u>X</u>	X	
Total acreage of parcel(s): 8.03 ac	X	
Zone (check all that apply)	X	
<input type="checkbox"/> Resource Protection <input checked="" type="checkbox"/> General Shoreland Development <input type="checkbox"/> Limited Residential <input checked="" type="checkbox"/> Stream Protection <input type="checkbox"/> Aquifer Protection Overlay <input type="checkbox"/> Industrial Park Overlay <input type="checkbox"/> Farm <input type="checkbox"/> Farm Residential <input type="checkbox"/> Light Density Residential <input type="checkbox"/> RM Medium Residential <input type="checkbox"/> Commercial I <input type="checkbox"/> Commercial II <input type="checkbox"/> Commercial III <input type="checkbox"/> Industrial <input type="checkbox"/> Enterprise Development <input checked="" type="checkbox"/> Contract; Date Approved <u>6/01/05</u>		
Conditional Use Yes _____ No <u>X</u>	X	
Special Exception Yes _____ No <u>X</u>	X	
The Town will correspond with only one contact person/agent for this project. Please provide the requested information regarding the contact person/agent.		
Contact person/agent: Northeast Civil Solutions, Inc. c/o Lee Allen, PE	X	
Mailing Address: 153 US Route One, Scarborough, Maine 04074	X	
Phone: 207-883-1000	X	
Cell: 207-210-7726	X	
FAX: 207-883-1001	X	
Email: lee.allen@northeastcivilsolutions.com	X	

Approved _____
 Amended _____

VIL_RESP02992
 Site Plan Preapplication Sketch Plan

I certify that I received and read the PLANNING BOARD APPLICATION PROCEDURES AND REQUIREMENTS and that all the information in this application form and accompanying materials is true and accurate to the best of my knowledge.		
Signature of Applicant (If signed by applicant's agent, provide written documentation of authority to act on behalf of applicant.) 	X	
Print or type name and title of signer Lee Allen, P.E. Project Manager	X	
Date Prepared March 2, 2007	X	

Site Plan Preapplication/Sketch Plan EXHIBIT CHECKLIST

Please mark each exhibit in the application as follows:

- | | | |
|----------------|----------|---|
| EXHIBIT | 1 | Project Description |
| EXHIBIT | 2 | Covenants and Easements |
| EXHIBIT | 3 | Access to the Property |
| EXHIBIT | 4 | Soils |
| EXHIBIT | 5 | Right, Title, or Interest |
| EXHIBIT | 6 | Corporate or Partnership Status |
| EXHIBIT | 7 | Community Facilities and Utilities |

Northeast Civil Solutions

INCORPORATED

1000 ROUTE 202, WINDHAM, MAINE 04092

153 U.S. Route 1
Scarborough
Maine 04074

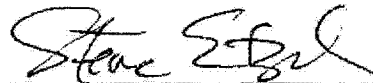
February 12, 2007

To Whom It May Concern:

RE: Village at Little Falls, LLC

tel
207.883.1000
800.882.2237
fax
207.883.1001

I, Steve Etzel, on behalf of HRC-Village at Little Falls, LLC, authorize Northeast Civil Solutions, Inc. to sign any and all applications, plans, permit requests, and other paperwork in conjunction with obtaining final municipal and state approval for the Village at Little Falls residential development on Route 202 in Windham, Maine.

 2/13/07
Steve Etzel, *Vic Pres.* Date

FEB 14 2007

VIL_RESP02994

Site Plan Preapplication/Sketch Plan Application

A preapplication/sketch plan must be submitted and shall show, in simple sketch form, neatly done, the proposed layout of streets, and other features in relation to existing conditions. The preapplication/sketch plan shall include the information listed below:

	Check when completed	
	Applicant	Staff
I. PROJECT DESCRIPTION		
Attach, as EXHIBIT 1 , a written description of the overall project, including:	X	
A. objectives and proposed uses of property		
B. name, approval date, amendment date, and lot numbers of previously approved subdivision the site plan is in (if applicable)	X	
C. Assessor's Office Tax Map(s) and Lot Number(s)	X	
D. Existing land use	X	
II. Section 140-38.A.1-8.		
A. Boundary lines	X	
B. Attach, as EXHIBIT 2 , summary list and copies of all existing covenants, easements, or other burdens for this property. Reference each easement to the plan or drawing on which it is shown.	X	
C. Show the entire parcel(s), plus streets, private ways or roads, on and adjacent to property. Include name and right-of-way width and location on any property proposed for development. If access to the site is proposed on or off a private way or private road, attach, as EXHIBIT 3 , a title opinion, meeting generally acceptable standards, proving right of access to the site.	X	
D. Walks, curbs, gutters, culverts and other known and located underground structures, within and immediately adjacent to property	X	
E. Existing utilities on or adjacent to the tract:	X	
1. Location and size of all proposed and existing sewer and water mains. If mains are not on or adjacent to the site, indicate the distance to and size of nearest mains.		
2. Location of fire hydrants, electric, and telephone poles	X	
3. Location of proposed and existing streetlights	X	
4. Location of proposed and/or existing water or sewer lines. If proposed and/or existing water and sewer mains are not on or adjacent to the tract, indicate the distance to and size of nearest ones.	X	
5. Location of existing and proposed wells, septic systems, and subsurface drainage systems on and adjacent to property	X	
F. Attach as EXHIBIT 4 a medium intensity soils report, including a written description of soil test data and interpretation of engineering properties that show conditions on the property will accommodate the proposed development.	X	

Approved _____
Amended _____

	Check when completed	
	Applicant	Staff
III. SITE PLAN DRAWINGS AND MAPS showing or accompanied by the following information:		
A. Site Plan drawings		
1. Number and date all sheets (Section 140-38.A.9.) and provide space for revision dates	X	
2. Show all dimensions in feet and decimals, drawn to a scale of not more than one hundred (100) feet, preferably forty (40) feet, to the inch	X	
B. Title Block	X	
1. Identify plan as "Site Plan", "Amended" if applicable	X	
2. Name of the project (Section 140-38.A.8.)	X	
3. Name(s) and address(es) of owner(s) of record and applicant (Section 140-38.A.9.)	X	
4. Name(s) and address(es) of plan designer(s)	X	
C. Plan References		
1. North arrow (using Maine State Grid) (Section 140-38.A.9.)	X	
2. Graphic map scale (Section 140-38.A.9.)	X	
D. Zoning Notes		
1. Zoning district(s). If site is transected by a zone line or if zone line is within fifty (50) feet of the boundaries of the site, designation of that zone line.	X	
2. Total land area of property in number of square feet and in acres	X	
E. Natural Resource Notes		
Notes regarding important or unique natural areas and site features.	X	
F. Utility Notes		
1. Notes regarding utilities serving or proposed for the site	X	
2. Show the entire parcel(s), plus owner(s), land use, and zoning on and adjacent to property	X	
G. Additional Information Notes		
Any additional or general plan notes	X	
H. Location, dimensions, and shape of existing and proposed buildings (Section 140-38.B.)	X	
I. Location and dimensions of parking areas, loading and unloading facilities, driveways, fire lanes, and access points (Section 140-38.B.)	X	
J. Location of existing covenants (Section 140-38.B.1.)	X	
K. Soils, described in EXHIBIT 4 above (Section 140-38.B.2.)	X	
L. Available community facilities and utilities (Section 140-38.B.3.)	X	
M. Location of temporary markers adequate to enable the Planning Board to locate readily and appraise basic layout in the field (Section 140-38.A.10.)	X	

	Check when completed	
	Applicant	Staff
IV. LOCATION MAP		
A location map:	X	
A. drawn at scale of not more than four hundred (400) feet to the inch to show the relation of the proposed site plan to the adjacent properties and the general surrounding area within two hundred fifty (250) feet of property lines of the site (Section 140-38.C.)		
B existing subdivisions and tract lines (Section 140-38.C.)	X	
C. location, widths, and names of existing, filed, or proposed streets, easements, building lines, and alleys on-site and on adjacent properties	X	
D. names of adjoining property owners (Section 140-38.A.9.)	X	
E. boundaries and designations of parks and other public spaces (Section 140-38.C.)	X	
F. outline of site plan and its street system and an indication of the future probable street system for remainder of tract, if the site plan covers only part of applicant's holding (Section 140-38.C.).	X	
V. RIGHT, TITLE, OR INTEREST		
A. Name, mailing address, phone, and fax number (if available) of record owner of the site	X	
Name HRC – Village at Little Falls	X	
Address: 2 Market Street, Portland, Maine 04101	X	
Phone: 207-772-7219	X	
FAX : 207-772-7011	X	
B. Attach, as <u>EXHIBIT 5</u>, evidence of applicant's right, title, or interest in the site including a complete copy of the:	X	
<ul style="list-style-type: none"> applicant's deed, financial information may be deleted <u>or</u> applicant's right or interest in the site <u>and</u> the current owner's deed for the site (if not already in applicant's ownership) 		
Cumberland County Register of Deeds Book <u>20753</u> Page <u>21</u> and Deeds Book <u>24617</u> Page <u>165</u>	X	
C. <u>If</u> applicant is not an individual, attach as <u>EXHIBIT 6</u>, evidence of corporate or partnership status	X	
D. If applicant has interest in abutting property(s), identify by Tax Office's Map and Lot number(s)	NA	
Map _____ Lot _____ Map _____ Lot _____ Map _____ Lot _____ Map _____ Lot _____		
VI. COMMUNITY FACILITIES AND UTILITIES		
Attach, as <u>EXHIBIT 7</u>, a written description of available community facilities and utilities	X	

VIL_RESP02998

1

Project Description

2

Covenants & Easements

3

Access to the Property

4

Soils

5

Right Title or Interest

6

Corporate or Partnership Status

7

Community Facilities & Utilities

8

VIL_RESP02999

EXHIBIT 1

DESCRIPTION OF PROJECT

Please refer to Exhibit 4 of the Subdivision Plan Application for a description of the project.

EXHIBIT 2

COVENANTS AND EASEMENTS

Please refer to Exhibit 2 of the Subdivision Plan Application for a description of the existing covenants and easements burdening the property. These easements are also shown on Sheet 3 of the attached plan set.

EXHIBIT 3

ACCESS TO THE PROPERTY

A network of private access roads off of Depot Street will service the development. In addition, an "emergency vehicles only" drive will provide emergency access from Route 202 to the property. All access will be from public roads; therefore a title opinion for access rights off of a private road is not required.

EXHIBIT 4

SOILS

Please refer to Exhibit 1 of the Subdivision Plan Application for a description of the soils encountered onsite.

EXHIBIT 5

RIGHT TITLE AND INTEREST

Please refer to Exhibit 6 of the Subdivision Plan Application for documentation regarding the applicant's right title and interest in the property.

EXHIBIT 6

CORPORATE OR PARTNERSHIP STATUS

Please refer to Exhibit 7 of the Subdivision Plan Application for documentation regarding the applicant's corporate status.

EXHIBIT 7

COMMUNITY FACILITIES AND UTILITIES

Please refer to Exhibit 3 of the Subdivision Plan Application for a description of the community facilities and utilities associated with the project.

III. APPENDIX A

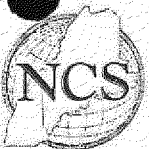
APPENDIX A
Contract Zoning Agreement

VILLAGE AT LITTLE FALLS

Route 202
Tax Map 38; Parcels 6&7
Windham, Maine

Prepared For:
HRC – Village at Little Falls, LLC
2 Market Street
Portland, Maine 04101

March 2007



Prepared by:
Northeast Civil Solutions, Inc.
153 U.S. Route 1

VIL_RESP03015

VILLAGE AT LITTLE FALLS
CONTRACT ZONING AGREEMENT

This Contract Zoning Agreement dated as of June 1, 2005, between and among the **TOWN OF WINDHAM**, a body of corporate and politic, located in the County of Cumberland and State of Maine (the "Town") with a mailing address of 8 School Road, Windham, Maine, and **VILLAGE AT LITTLE FALLS, LLC**, a Maine limited liability company ("VLF, LLC") with a mailing address of 2 Market Street, Portland, Maine 04101, and **SOUTH WINDHAM HOUSING CORPORATION**, a Maine non-profit corporation ("SWHCorp") with a mailing address of 307 Cumberland Avenue, Portland, Maine 04101 (VLF, LLC and SWHCorp are collectively referred to herein as "Owner" or "Owners").

WHEREAS the Town is authorized to enter into contract zoning agreements pursuant to the Windham Shoreland Zoning Ordinance (Section 199-8(B)(2)), the provisions of the Windham Land Use Ordinance incorporated therein by reference (Section 140-5.1) and the provisions of 30-A M.R.S.A. Section 4352(8);

WHEREAS, VLF, LLC either owns or has entered into contracts to purchase parcels of real estate located on Route 202 and Depot Street Windham, Maine fronting on the Presumpscot River consisting of approximately 9.1 acres, generally being shown on the Town's Tax Map 38, Parcels 6, 7 and 8, and SWHCorp has separately entered into a contract to purchase a portion of Parcel 7, all of which property is shown on the attached Exhibit A (collectively hereinafter the "Property");

WHEREAS, the Property is currently located in the Shoreland Zone General Development District Zone ("GD Zone"), a portion of the Property having been heretofore rezoned from the Industrial Zone by action of the Town Council;

WHEREAS the poor condition and squalid appearance of the derelict industrial building, which is currently the most prominent portion of the Property, constitutes a blight preventing the development of the Property and is inhibiting the redevelopment of other properties in the South Windham Little Falls neighborhood;

WHEREAS, Owner proposes to construct an attractive mixed-income multi-unit residential development with attached and senior housing and apartments (the "Project");

WHEREAS the existing industrial uses are designated as being "marginally useful" under the Town's Comprehensive Plan, and the cost of demolition of the derelict industrial building has prevented the Project from moving forward;

WHEREAS the proposed residential use is in keeping with the historic close knit pattern of development in the South Windham Little Falls neighborhood and the abutters have expressed a strong desire to see the existing derelict building eliminated;

WHEREAS the Town's Comprehensive Plan cites the "potential to expand high density residential development" and historic settlement pattern which creates a "neighborhood feel" for the Little Falls neighborhood, but notes the lack of a critical mass of nearby residential development;

WHEREAS, the Project serves the goals of the Comprehensive Plan by using public sewer and water facilities;

WHEREAS, the roads within the development will remain private and maintenance and plowing will be the responsibility of the then owners of the Property , further minimizing the Town's costs;

WHEREAS, the rezoning provided in this Agreement, therefore, would be consistent with the Windham Comprehensive Plan; and

WHEREAS, the Town of Windham, by and through its Town Council, therefore, has determined that the said rezoning would be pursuant to and consistent with the Town's local growth program and Comprehensive Plan adopted pursuant to Title 30-A, Maine Revised Statutes, Chapter 187, Sub-part 6-A, and consistent with the existing and permitted uses within the GD Zone and has authorized the executive of this Contract Zoning Agreement.

NOW, THEREFORE, in consideration of the mutual promises made by each party to the other, the parties covenant and agree as follows:

1. **Zoning Map Amendment.** The Town hereby amends the Zoning Map of the Town of Windham, by adopting the zoning map change amendment shown on Exhibit B.

2. **Village at Little Falls Contract Zoning District.** The Town hereby creates a Village at Little Falls Contract Zoning District as defined herein which shall apply to the Property. For purposes of this Agreement, the Village at Little Falls Contract Zoning District means a residential development which may include multi-unit residences (apartment and condominiums), age restricted senior housing with traditional short blocks and interconnecting local streets, enhanced river views, and space and bulk standards consistent with traditional village design, all as further set forth in this Agreement.

The general schematic street layout, open space and distribution of uses in the Project shall conform to the Contract Zone Plan as hereinafter defined.

3. **Permitted Densities, Uses and Dimensional Criteria.**

A. **Density:** The density of the Project shall be as follows:

Up to 24 apartment units located in one building on a separate Lot, reserved for residents with persons 55 years of age or older or households with at least one resident who is 55 years of age or older; and

Up to 85 residential units located in multi-unit buildings on a separate Lot, one of which buildings may contain up to 16 units and with the remaining buildings containing up to 4 units each, with no age restrictions for any of these 85 units.

The Project shall be connected to public sanitary sewer services.

All buildings shall have an automatic fire sprinkler system installed by the Owners, contractors or developers. The construction of the system shall meet the standards of the National Fire Protection Agency as determined by the Chief of the Town of Windham's Fire & Rescue Department. The location and number of hydrants within the Project shall be subject to the approval of the Fire Chief.

B. Uses. The permitted uses in the Project shall be:

One Family and Multi-Family Dwellings;

Elderly Housing;

Those Uses and Special Exceptions to the extent allowed and subject to the conditions and restrictions applicable to the underlying GD Zone as it may be amended, subject to such review which would otherwise be required if the Property were not subject to this Agreement, and excluding Industrial and Manufacturing uses;

Home Occupations, Residential Recreational Facilities and community building and Association office maintenance facilities;

Public Utilities Facilities; and

Accessory Uses.

C. Residential Dimensional, Parking and Design Criteria.

- i) Multi-Family Lot Size: No restriction on lot size or number of Dwelling Units per lot, but no more than 24 Dwelling Units per building for Elderly Housing and 16 dwelling units per building for other Multi-Family Dwellings shall be allowed.
- ii) Minimum front yard all buildings: 5 feet.
- iii) Minimum side yards all buildings: 5 feet.
- iv) Minimum rear yards all buildings: 5 feet.

- v) Presumpscot River setback and frontage: New Dwelling Units and accompanying improvements may be built in the locations as shown on Contract Zone Plan as they may be subsequently varied with Planning Board approval under Section 5, without need for Code Enforcement Officer approval under Section 199-12 of the Ordinance for the demolition of the existing nonconforming structures, the construction of the new structures shown on the Contract Zone Plan and change in use to multi-unit residential. In addition, existing utility lines located on the Property may be relocated closer to the river in order to lower their visual profile. Applicable minimum shore frontage per family shall not apply to the number of dwellings permitted under this Agreement.
- vi) Maximum structure, parking and non-vegetated surface coverage: 75% measured over the Project as a whole.
- vii) Height: 65 feet, measured from the mean "as completed" finished grade to the highest point on the roof for the 24 unit and the 16 unit buildings and 35 feet for all other buildings, such measurement otherwise to be in accordance with the Ordinance.
- viii) Notwithstanding the construction of multiple structures on a single lot, the compliance with dimensional requirements shall be calculated for each structure with respect to the lot as a whole and not with respect to each structure and dwelling separately.
- ix) The style of the buildings shall be substantially in accordance with the proposed building elevation plans prepared by Gawron Turgeon Architects dated June 1, 2005 attached hereto as Exhibit D, as they may be further approved and amended from time to time in accordance with the Town's Site Plan Ordinance and Subdivision Ordinance and with this Agreement (the "Elevation Plans").

D. Parking. The dimensions of the parking spaces shall be a minimum of 9 feet by 18 feet but need not measure more than a minimum of 9 feet by 18 feet (except as otherwise required by law for handicapped parking). Parking spaces shall include garage spaces and spaces located in private driveways leading into garages, notwithstanding the otherwise applicable provisions of the Ordinance. For Elderly Housing, no more than one parking space per unit shall be required, and for a multifamily structure of more than three floors, no more than one and one-half parking spaces per unit shall be required.

E. Streets, Roads and Sidewalks. All streets and roads within the Project shall remain private, and shall not be maintained by Town. The paved surface for private streets and internal travel aisles may range from 22-30 feet in width, exclusive of turn around and pull off parking areas, in accordance with the Contract Zone Plan for the Property. The required "right of way" for each street under the Subdivision Ordinance including the pavement, sidewalk and utility installation area need only be a minimum of 30 feet in total width, which need not be centered on the pavement, and may otherwise

have the locations and dimensions as shown on the Contract Zone Plan notwithstanding the otherwise applicable Ordinance requirements for such streets.

Each Owner shall construct the sidewalks as shown on the Contract Zone Plan, including without limitation the sidewalks running along the Town's abutting Depot Street right of way and the sidewalks located within the Project.

The then owners of the Property shall be responsible for the maintenance of the streets, roads and sidewalks. The portions of the Property in common ownership shall be considered a single lot notwithstanding their separation by private streets and roads.

Streets, roads and sidewalks providing access to a permitted Structure, parking and pedestrian walkways and other improvements shown on the Contract Zone Plan shall be permitted, even if located within 100 feet of the Presumpscot River. Use of existing drainage lines and structures shall be permitted.

4. Contract Zone Plan. The Property shall be generally developed and used in accordance with the Contract Zone Plan, reduced copies of which are attached hereto as Exhibit C as it may be further approved and amended from time to time pursuant to the provisions of the Windham Site Plan Ordinance and Subdivision Ordinance and this Agreement (the "Contract Zone Plan"). Notwithstanding any other provisions of the Ordinance, the physical layout, dimensions, setbacks, parking and proposed uses and improvements shown on Contract Zone Plan as they may be varied in accordance with Section 5 shall be permitted under the Ordinance.

5. Status of Approvals/Amendments.

The Contract Zone Plan has received pre-application Site Plan - Subdivision review for the entire Property under the Town's Site Plan and Subdivision Ordinance. Any amendment which involves the following changes to the terms of this Agreement will require an amendment approved by the Town Council after a public hearing:

- i) any change in the permitted uses; and
- ii) any increase in the number of dwelling units beyond the maximum number permitted.

Except for the forgoing, any other changes and any subsequent site plan approvals or subsequent site plans and/or subdivision amendments need only be approved by either (i) the Planning Board after a public hearing in accordance with this Agreement, or (ii) for changes that would otherwise only require Code Enforcement Officer approval under the Ordinance, then the approval by such officer, all without need for further Town Council approval of such changes.

Following the approval of this Agreement, the Owner will then submit the detailed design, landscaping, traffic, and engineering plans and specifications for Planning Board review and approval in accordance with the otherwise applicable provisions of the Ordinance. Such review and approval shall include attention to the

specifics of sewer and utilities, streets (including turning radii), sidewalks, drainage facilities, hydrants, street lighting, storm water and drainage systems, recreational facilities or impact fees, river safety, snow removal and disposal areas, on street parking designations and restrictions, trash removal, and landscaping, but the improvements and uses contemplated under this Agreement as they may be varied in accordance with the foregoing shall be allowed.

6. Infrastructure.

A. General. Within each lot it owns, each Owner shall construct or cause to be constructed sewer and utilities, streets, drainage facilities, esplanades, sidewalks, street lighting, drainage systems, and landscaping to the standards set forth in the final site plan/subdivision approval following the execution of this Agreement.

The streets shall remain private, subject to an easement for Town emergency access.

B. Maintenance. The infrastructure located on the Property shall be maintained by its respective Owner.

C. Sewer Pump Station. Owner shall grant to the Town of Windham or its designee title to land necessary for construction of an underground sewer pump station with accompanying easements for mains and access in a mutually agreed upon location to be coordinated with other proposed improvements.

D. Depot Street Storm Drain. Owner shall grant to the Town of Windham an easement for an underground storm drain running from Depot Street towards the Presumpscot River, which easement shall be coordinated with the location of the proposed improvements.

E. Depot Street Sidewalk. Owners shall construct a public sidewalk running along Depot Street in the public right of way area adjoining each portion of their Property.

F. S D Warren Co. Easement and Fence. Owners shall permit emergency vehicle access over the Property over the 30 foot wide easement located on adjoining land of S.D. Warren Company (d/b/a "Sappi Fine Paper North America") originally reserved in a deed recorded in the Cumberland County Registry of Deeds in Book 2641, Page 44, which runs easterly from Route 202.

Owner shall construct and maintain a fence along the foregoing easement at the boundary of their Property with the land of S D Warren in order to prevent inappropriate public access to the dam area but shall construct an emergency access with traffic flow restriction devices approved by the Town Fire Chief on its Property permitting access by emergency vehicles through the fence.

7. Commencement/Phasing Schedule/Bonding. Unless extended by the Town,

a building permit shall be issued and the construction of the initial Phase shall commence within two (2) years after Owner's receipt of final land use approvals for the Property and shall complete the construction of the final Phase under this Agreement within fifteen (15) years of the date of receipt of such approvals.

An Owner need only post a performance guaranty in accordance with the Ordinance Section 140-39 (H) assuring the completion of "Required Improvements" for those Required Improvements to be constructed within each Phase or sub-Phase of the Property or which are required to be completed in conjunction with such Phase or sub-Phase under this Agreement.

8. Definitions. Note: Capitalized terms not otherwise defined herein shall have the meaning set forth in the Town of Windham Zoning Ordinance.

Agreement: This Contract Zoning Agreement entered into among the Owner and the Town.

Association: The nonprofit corporation which may be formed pursuant to the Maine Condominium Act to operate and administer a portion of the Property.

Contract Zone Plan: The plans entitled "Exhibit C - Contract Zone Plan" prepared by Northeast Civil Solutions dated May 11, 2005 consisting of sheets #1 (site) and #2 (phasing), the accompanying notes and related materials approved by the Town Council, reduced copies of which are attached hereto as Exhibit C, as they may be amended from time to time pursuant to the provisions of the Windham Site Plan Ordinance (Chapter 140-38) and Subdivision Regulations (the "Contract Zone Plan").

Lot: The Lots composing individual portions of the Property as shown on Exhibit C, designed for separate subsequent Planning Board approval, development and use as set forth herein.

Multi-Family Dwelling: A building with two or more Dwelling Units, subject to the limitations on numbers of units, units per building, location and age restrictions set forth in this Agreement.

Ordinance: The Town of Windham Land Use, Shoreland Zoning and as applicable the Subdivision Ordinances as set forth in Chapters 140, 199 and 215 of the Town's Code of Ordinances.

Owner(s): Collectively, VLF, LLC and SWHCorp, and their respective successors and assigns.

Parking Space: See Subsection 3 (E) regarding modifications to the otherwise applicable definitional restrictions under the Ordinance.

Phase: Each portion of the Property designated on Exhibit C to be separately developed in stages substantially as shown on Exhibit C.

Planning Board: The Planning Board of the Town of Windham.

Property: The real property located on Route 202 and Depot Street as described in Exhibit A.

SWH Corp: South Windham Housing Corporation, a Maine non-profit corporation, also being an Owner.

Town: The Town of Windham, a municipal corporation located in the County of Cumberland and State of Maine.

Town Council: The Town Council of the Town.

VLF, LLC: Village At Little Falls, LLC a Maine limited liability company, being an Owner.

9. General

A. Owners shall record this Contract Zoning Agreement in the Cumberland County Registry of Deeds within 30 days after receipt of final land use approvals for the development on the Property. For purposes of identification only, the Town Manager shall sign the full size copies of the plans attached hereto as Exhibits C and D, marked with the legend:

"Exhibit [C or D, as applicable] to the Village at Little Falls Contract Zoning Agreement dated June 1, 2005, subject to modification pursuant to said Agreement."

B. The provisions of this Contract Zoning Agreement shall be deemed restrictions on the use of the Property, and this Contract Zoning Agreement may be amended by future written agreement between the Town of Windham and the Owner affected or its successors in interest without need for approval of any other party. In the event all or any portion of the Property is subjected to the Maine Condominium Act (33 M.R.S.A. Section 1601-101, et seq.), then the Association organized may act on behalf of all condominium owners.

C. The provisions of this Contract Zoning shall operate as an "overlay" zone and all other requirements of the underlying Zoning District shall apply except as otherwise set forth herein.

D. The restrictions, provisions and conditions of this Agreement are an essential part of the rezoning, shall run with the Property, shall bind Owners, their heirs, successors in interests and assigns of said Property or any part thereof, and shall inure to the benefit of and be enforceable by the Town of Windham.

E. Except as expressly modified herein, the use and occupancy of the Property shall be governed by and comply with the provisions of the Land Use, Shoreland Zoning and Subdivision Ordinances of the Town of Windham (as applicable) and any applicable amendments thereto or replacement thereof, provided however that this Agreement and the Ordinance shall be interpreted so as to allow the improvements and uses shown on Exhibit C. The applicable provisions of the Town's Building Code Ordinances shall not be affected by this Agreement.

F. Wherever possible, each provision of this Agreement shall be interpreted in such a manner as to be effective and valid under applicable law. However the provisions of this Agreement are severable, and if any one clause or provision hereof shall be held invalid or unenforceable in whole or in part in any jurisdiction, then such invalidity or unenforceability shall affect only such clause or provision, or part thereof, in such jurisdiction, and shall not in any manner affect such clause or provision in any other jurisdiction, or any other clause or provision of this Agreement in any jurisdiction.

G. The captions in this Agreement are for convenience of reference only and shall not define or limit the provisions hereof.

H. No waiver of any of the terms of this Agreement no extension thereof will be deemed to have occurred, or to be effective unless in writing signed by the parties. No course of dealing heretofore or hereafter between the parties, or any failure or delay on the part of any party in exercising any rights or remedies under this Agreement shall operate as a waiver or preclusion of the exercise of any rights or remedies under this Agreement.

I. The Town shall have the power to enforce all conditions and restrictions of this Agreement, both through enforcement action pursuant to 30-A M.R.S.A. §4452 and through legal action for specific performance of this Agreement. In the event that an Owner or its heirs, successors or assigns fail to construct the Property in accordance with this Contract, or in the event of any other breach hereof, and such failure or breach continues for a period of thirty (30) days after written notice of such failure or breach cannot reasonably be remedied or cured within such thirty (30) day period, if such Owner, its heirs, successors or assigns, fails to commence to cure or remedy such failure or breach within said thirty (30) day period and thereafter fails to diligently prosecute such cure or remedy to completion in a reasonable time, then the Town may enforce the performance of this Agreement and recover the costs and expenses of performance from such Owner or its heirs, successors or assigns violating this Agreement, which recovery may include the Town's reasonable attorney's fees and expenses.

Witness our hands and seals on June 1, 2005.

TOWN OF WINDHAM

J. R. Ch
Witness

by: Anthony T. Plante
Anthony T. Plante
Town Manager

VILLAGE AT LITTLE FALLS, LLC

Denise C. Poyer
Witness

by: Renee Lewis
Renee Lewis, its Manager

SOUTH WINDHAM HOUSING CORPORATION

Dana Totman
Witness

by: Dana Totman
Dana Totman, its President

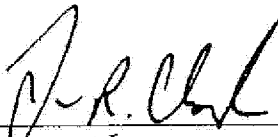
- Exhibit A - Copy of Survey Plan
- Exhibit B - Amended Zoning Plan
- Exhibit C - Reduced Copies of "Exhibit C - Contract Zone Plan" prepared by Northeast Civil Solutions dated May 11, 2004, consisting of 2 sheets labeled "Phasing" and "Site."
- Exhibit D - Reduced Copies of "Exhibit D - Proposed Elevations " prepared by Gawron Turgeon Architects consisting of 2 sheets.

Contract Zone Agmt Vill at Little Falls 5-24-05 clean.doc
5/25/2005

State of Maine
Cumberland, ss

June 1, 2005

Then personally appeared before me the above named Anthony T. Plante in his said capacity and acknowledged the foregoing to be his free act and deed and the free act and deed of said town.



Attorney at Law
Name: Lawrence R. Clough

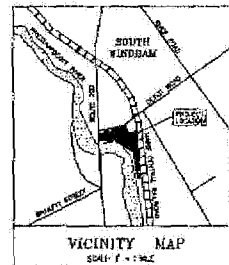


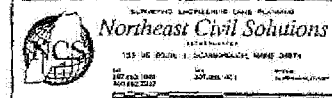
EXHIBIT A TO THE VILLAGE AT LITTLE
FALLS CONTRACT ZONING AGREEMENT
DATED Jan 1, 2005, SUBJECT TO
MODIFICATION PURSUANT TO SAID
AGREEMENT.

FOCUS HIGH PER (PER AS NOTED)
FOCUS HIGH MID (MID AS NOTED)
FOCUS LOW-MID (LOW-MID AS NOTED) (MID AS NOTED)
FOCUS LOW-HIGH (HIGH AS NOTED)
FOCUS FULL WIDE
UNIT PRICE (PRICE AS NOTED)
FOCUS DECREASED PRICE

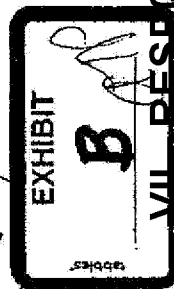
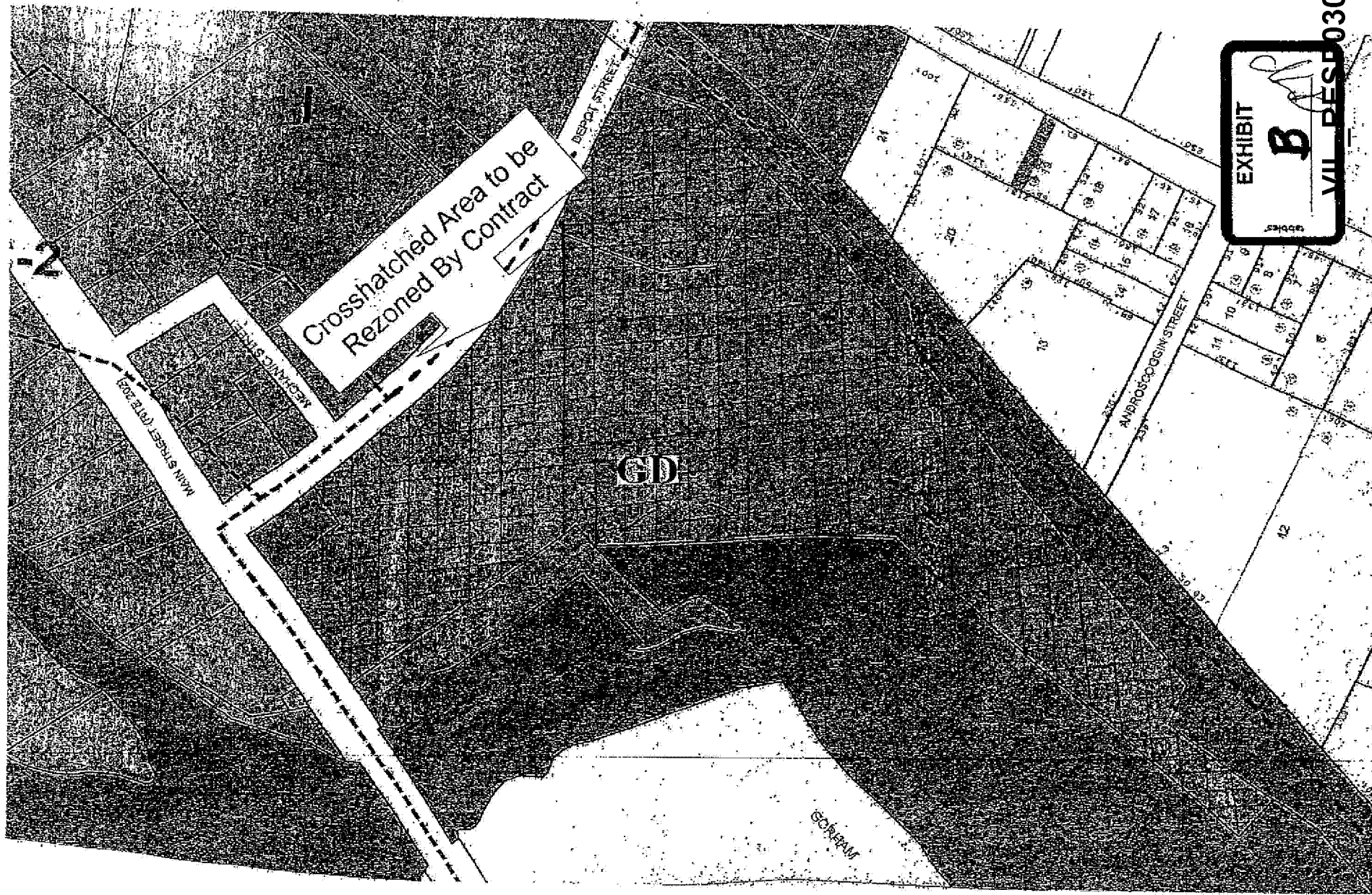
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EXHIBIT A-CONTRACT ZONE PLAN (BOUNDARY)

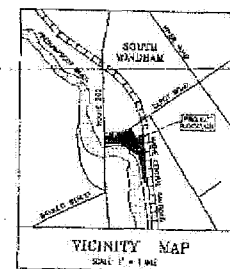
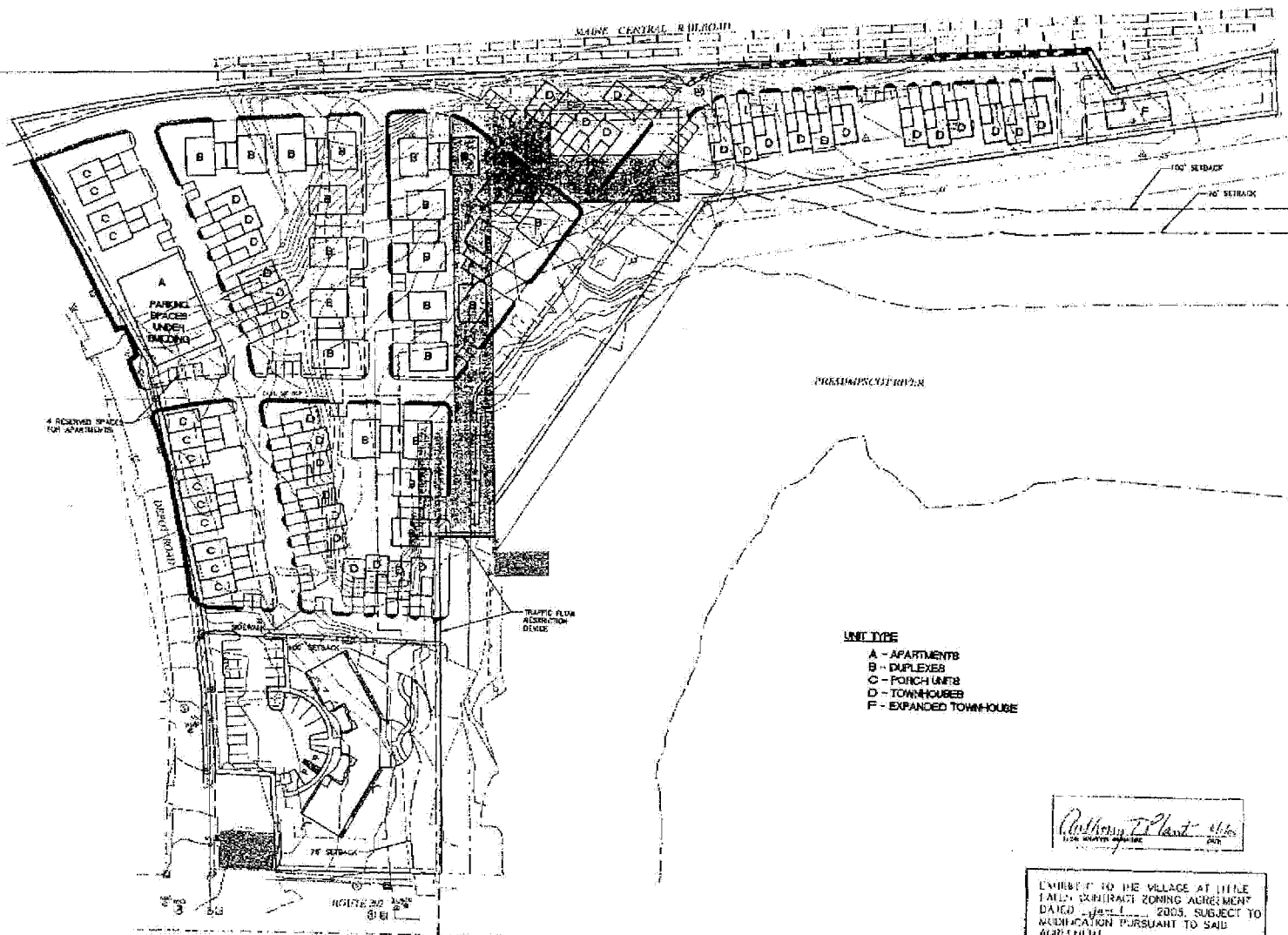
VILLAGE AT LITTLE FALES, LLC &
SOUTH WINDHAM HOUSING CORP.



STAMP AND SIGNATURE



VIL_RESP03029



Doc# 35673 BK:22712 Pg: 115

Anthony J. Plant
1100 SOUTH WINDHAM RD
SOUTH WINDHAM, ME 04094

EXHIBIT C - CONTRACT ZONE PLAN (SITE)
VILLAGE AT LITTLE FALLS, LLC &
SOUTH WINDHAM HOUSING CORP.

SHEET NO.

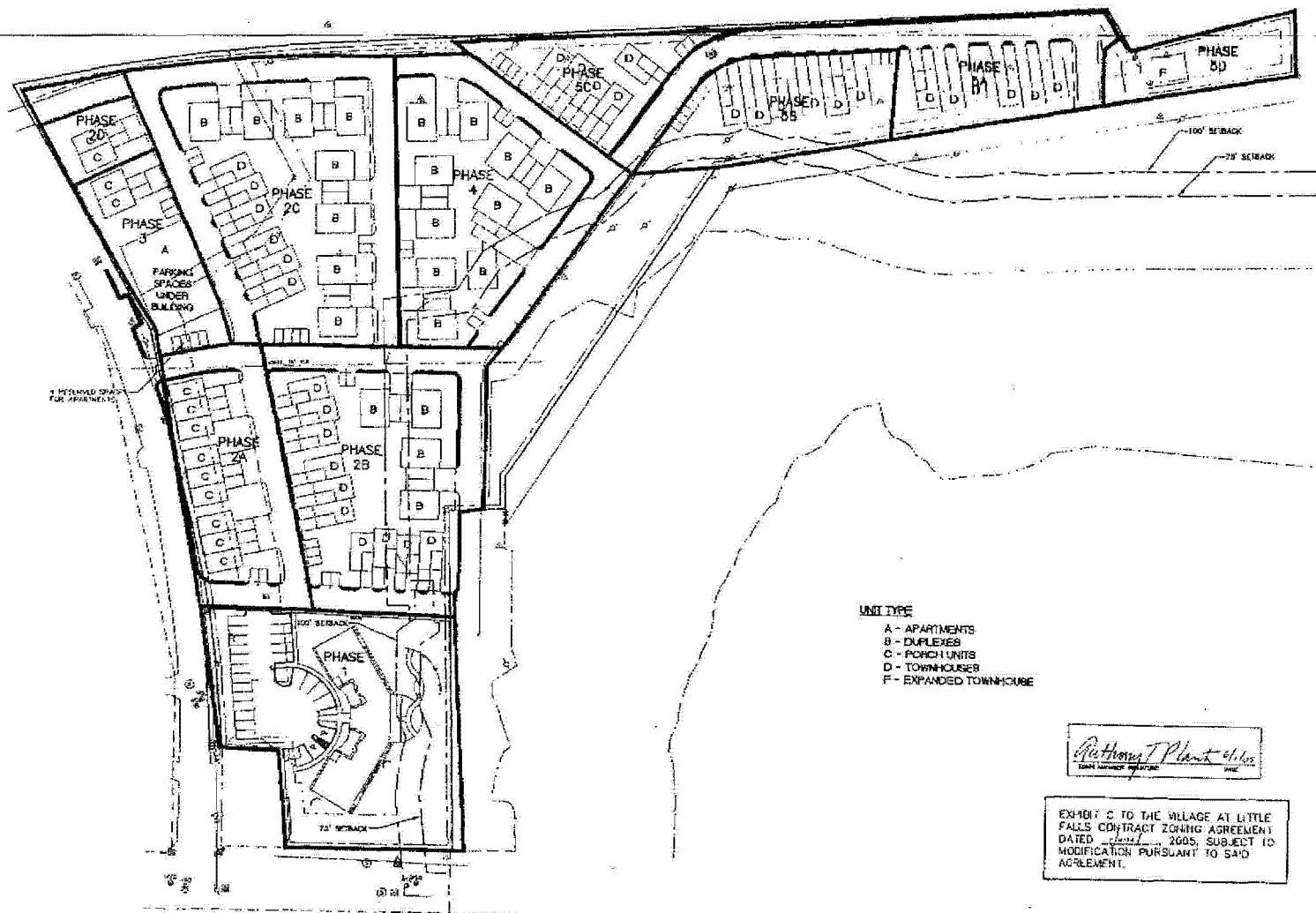


Northeast Civil Solutions, Inc.

101 W. BEULAH AVE., SCARSDALE, NY 11784

TEL: 845.486.1111 FAX: 845.486.1112

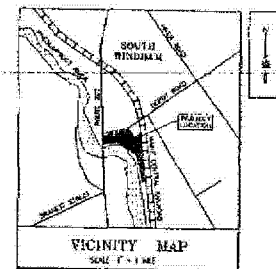
WWW.NECSOLUTIONS.COM



- UNIT TYPE
- A - APARTMENTS
 - B - DUPLEXES
 - C - PORCH UNITS
 - D - TOWNHOUSES
 - F - EXPANDED TOWNHOUSE

Anthony J. Plant
 1000 W. 10th St.
 Little Falls, NJ 07643
 201-341-1111

EXHIBIT C TO THE VILLAGE AT LITTLE FALLS CONTRACT ZONING AGREEMENT DATED 12/11/2005, SUBJECT TO MODIFICATION PURSUANT TO SAID AGREEMENT.



NOTES

Doc# 35673 BK 22712 Pg: 116

PROJECT: 2005	ISSUE NAME: 2005-010-00000000
DATE: 01/11/2006	SCALE: 1"=100'

EXHIBIT C - CONTRACT ZONE PLAN (PHASING)
 NAME: ANTHONY J. PLANT

VILLAGE AT LITTLE FALLS, LLC &
 SOUTH WINDHAM HOUSING CORP.

VIL_RES03030

SHEET NO.

NorthEast Civil Solutions
 152 DE MOYE L. SCHENCKENBERG, NASSAU COUNTY, NY 11750
 609.441.1111



Proposed Building 'A' Front Elevation-Apartments
1/8" = 1'-0" scale



Proposed Building 'B' Front Elevation-Duplexes
1/8" = 1'-0" scale



Proposed Building 'C' Front Elevation-Porch Units
1/8" = 1'-0" scale



Proposed Building 'D' Front Elevation-Townhouses
1/8" = 1'-0" scale



Proposed Building 'F' Front Elevation-2,000 SF
1/8" = 1'-0" scale

Exhibit D-Proposed Elevations for Buildings A,B,C,D and F
Route 202, Windham, Maine
Village at Little Falls

EXHIBIT D TO THE VILLAGE AT LITTLE FALLS CONTRACT ZONING AGREEMENT DATED April 1, 2005, SUBJECT TO MODIFICATION PURSUANT TO SAID AGREEMENT.

G GARRON TUNCKSON ARCHITECTS
Owner: Village at Little Falls, LLC

Anthony J. Plante **VIL RESP03031**

VILLAGE AT LITTLE FALLS

RESPONSE TO COMMENTS

Route 202
Tax Map 38, Parcels 6&7
Windham, Maine

Prepared For:
HRC – Village at Little Falls, LLC
2 Market Street
Portland, Maine 04101

July 2007



Prepared by:
Northeast Civil Solutions, Inc.
153 U.S. Route 1
Scarborough, ME 04074

29522

VIL_RESP03032